



ANALYSIS

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1967, No. 1—*Private*

An Act to incorporate the Nurse Maude District Nursing Association and to declare the trusts and powers of and concerning the same [13 September 1967]

WHEREAS the Nurse Maude District Nursing Association is an unincorporated body which has been in existence for many years and has as its objects the care, nursing, and general welfare of poor, aged, and sick persons in and about the city of Christchurch, the relief of distress and investigation of deserving cases, and generally with all such objects and activities as in the opinion of the Committee of the Association tend to further the same or similar objects as far as possible according to the principles and methods adopted by the founder thereof: And whereas the Nurse Maude District Nursing Association Trust Board was duly incorporated under the Religious, Charitable, and Educational Trusts Act 1908 on the thirteenth day of June, one thousand nine

hundred and thirty-two but no rules for the said Trust Board were filed pursuant to the provisions of the said Religious, Charitable, and Educational Trusts Act 1908: And whereas the real and personal property of the Association is vested in the name of the trustees for the time being of the Trust Board: And whereas because the Trust Board was duly incorporated under the said Religious, Charitable, and Educational Trusts Act 1908 (which Act is now repealed), it appears that, pursuant to the provisions of section 8 (2) (b) of the Charitable Trusts Act 1957, the Association cannot be registered under the provisions of the said Charitable Trusts Act 1957: And whereas with the passing of time the work carried on by the Association and the assets employed by it have greatly increased and it is expedient that the objects of the Association should be more clearly defined and that it should be incorporated and the assets held by the said Trust Board transferred to an incorporated body and that new trusts, powers, and provisions should be declared of and concerning the same and the real and personal property at present held by the Association and any money or properties which may in future be raised or acquired for the purposes of the Association:

BE IT THEREFORE ENACTED by the General Assembly of New Zealand in Parliament assembled, and by the authority of the same, as follows:

1. Short Title—This Act may be cited as The Nurse Maude District Nursing Association Act 1967.

2. Interpretation—In this Act, unless the context otherwise requires,—

“The Association” means the Nurse Maude District Nursing Association as constituted by the provisions of this Act:

“Board” means the Board of the Association as constituted by the provisions of this Act:

“Trust Board” means the Nurse Maude District Nursing Association Trust Board constituted under the Religious, Charitable, and Educational Trusts Act 1908.

3. Incorporation of Nurse Maude District Nursing Association—There is hereby established a body corporate to be called

The Nurse Maude District Nursing Association which shall have perpetual succession and a common seal, with power to sue and be sued and to hold real and personal property and to do and suffer all that bodies corporate may lawfully do or suffer and which shall have the constitution and powers and generally shall conduct its affairs in the manner set forth in this Act.

4. Cesser of Nurse Maude District Nursing Association Trust Board—The Trust Board shall be dissolved as from the passing of this Act and the Registrar of Incorporated Societies shall make in the register an entry of the dissolution of the Board.

5. Vesting of property in the Association—(1) As from the date of the passing of this Act all real and personal property whatsoever held by the Trust Board shall be vested without conveyance, transfer, or assignment, in the Association subject to all debts, liabilities, and charges (if any) affecting the same and the Association shall satisfy all debts and liabilities of the Trust Board existing as at the date of the passing of this Act and all other real and personal property whatsoever held by any person on behalf of the Association shall as from the date of the passing of this Act be vested without conveyance, transfer, or assignment in the Association subject to all debts, liabilities, and charges (if any) affecting the same.

(2) Whereas under a certain Deed of Trust dated the eleventh day of July, one thousand nine hundred and fifty and made between Robert Heaton Rhodes, of Otahuna, Tai Tapu, Knight, and Lionel Denis Cotterill, of the city of Christchurch, solicitor (in the said deed and in this section called the trustees which term shall mean and include the trustees for the time being thereof) of the one part and Rickards Hickman Webb, of the city of Christchurch, manager and The Perpetual Trustees Estate and Agency Company of New Zealand Limited, a company duly incorporated under the Companies Act, and having its registered office in Dunedin in the Dominion of New Zealand (in the said deed and in this section called the McDougall trustees which term shall mean and include the trustees for the time being of the will of the late Robert Euing McDougall) of the other part (in this section called the said deed), it is declared (*inter alia*) that the trustees shall hold certain lands as described in the said deed upon the following trusts:

- (a) Upon trust to permit The Nurse Maude District Nursing Association (in the said deed called the Association) to have the use, occupation, and enjoyment of the said lands free of all rent but subject to payment of all outgoings for the purpose of a convalescent hospital until the death of the last surviving of the three daughters of the said Robert Euing McDougall so long as the Association shall so desire and to permit the Association at its own expense to make structural alterations, additions, improvements, and repairs including the demolition or part demolition of existing buildings as the trustees may in writing from time to time approve:
- (b) Upon trust at the expiry of the term defined in the preceding subclause (a) of the said deed to transfer the property to The Nurse Maude District Nursing Association Trust Board if the Association shall at that time still be using the property as aforesaid:
- (c) In the event of the Association, during the period set out in subclause (a) of the said deed, ceasing for three consecutive months to use the property for the purposes aforesaid or signifying in writing to the trustees that it no longer requires the property for such purposes or in the event of the work of the Association being taken over by the Department of Public Health or other Government Department, then subject to the provisions of clause 2 of the said deed upon trust to transfer the property to such charitable institution or trust board carrying on charitable work within the Provincial District of Canterbury as shall be nominated in writing by the McDougall trustees, and in case there shall be no such charitable institution or trust board which shall be willing to accept a transfer of the property then upon trust for sale and the trustees shall thereupon hold the net proceeds of such sale upon trust, first to repay to the Association if still in existence and carrying on charitable work in the Provincial District of Canterbury the then value (calculated in the manner provided in clause 2 of the said deed) of all additions and improvements made to the property by the Association, and secondly, as to the balance of the net proceeds of such sale upon trust for such charitable objects within the Provincial

District of Canterbury as shall be nominated by the McDougall trustees:

Be it therefore enacted as follows—All references to The Nurse Maude District Nursing Association and to the Association in the said deed shall mean and include the Association as defined in this Act and the references to The Nurse Maude District Nursing Association Trust Board in clause 1 (b) of the said deed shall mean and include the Association as defined in this Act.

6. Registration of title to land, etc.—(1) Upon the passing of this Act all District Land Registrars and all other persons having charge of any register showing the ownership of any property shall on written application under the seal of the Association register the Association as proprietor or owner of all lands or other property vested in the Association by virtue of this Act.

(2) The lands which by virtue of this Act are vested in the Association are more particularly described in the Schedule hereto.

7. Objects of the Association—The objects of the Association shall be the provision of services for the care, nursing, and general welfare of persons in and about the city of Christchurch or within the Provincial District of Canterbury and the investigation of and the relief of distress amongst persons in and about the city of Christchurch or within the said Provincial District of Canterbury.

8. Powers of the Association—The Association shall have all such powers, rights, and authorities as may reasonably be necessary or expedient to carry out its objects and functions, and in particular it shall have power—

- (a) To purchase, sell, exchange, partition, lease, or otherwise dispose of real and personal property:
- (b) To borrow money on mortgage or other charge of the real or personal property of the Association or any part thereof or without security for the purpose of erecting buildings on the same or for any other purposes which may appear desirable to the Association:
- (c) To apply the proceeds of any lands or premises sold, exchanged, or leased in and towards the purchase

of other lands and premises or towards the general purposes of the Association:

- (d) To purchase and from time to time to sell or exchange such plant and equipment as the Association may deem necessary or desirable in the furtherance of its objects:
- (e) To employ, engage, and dismiss staff:
- (f) To continue as a party to any superannuation scheme entered into in respect of the staff or any member of the staff of the Association before the passing of this Act and to enter into and become a party to superannuation schemes for staff:
- (g) To receive donations, legacies, and gifts:
- (h) To erect, alter, demolish, and re-erect, own, manage, and control, homes, hospices, hospitals, nursing services, home aid services, hospital services, and other services which the Association may from time to time decide upon:
- (i) Generally to care for, nurse, provide services for, assist, and investigate and relieve distress amongst persons in and about the city of Christchurch or within the Provincial District of Canterbury:
- (j) To exercise and perform such functions, powers, and duties as are conferred or imposed on it under this Act or otherwise howsoever.

9. Membership of the Association—(1) All persons who become annual subscribers and who pay an annual subscription to the Association during any financial year of the Association of a sum of one dollar or more or such other sum as may from time to time be decided upon by the Board, shall be members of the Association from the respective dates upon which they pay their subscriptions until the close of the annual general meeting following the close of the financial year during which their subscriptions are made.

(2) The Board shall maintain a register of members of the Association, which shall be conclusive evidence of membership and of the right to attend and vote at all meetings of members held during the period of membership as defined in subsection (1) hereof. There shall be entered in the register the names and addresses of subscribers and the date of payment and amount paid as the annual subscription in any financial year.

10. Meetings of the Association—(1) A general meeting of members of the Association, to be called the annual general meeting, shall be held once in every calendar year at such time and place in Christchurch as may be determined by the Board but so that not more than fifteen months shall be allowed to elapse between any two annual general meetings.

(2) A special general meeting shall be called by the Secretary on the instructions of the Board or if he receives a requisition signed by not less than twenty members requesting him so to do.

(3) At the annual general meeting each year the Board shall present a report to members of the affairs of the Association for the previous financial year, together with a financial statement showing, for the previous financial year, the assets and liabilities of the Association and an income and expenditure account and the auditor's report on the same. A copy of such report and financial statement shall be forwarded to each member, together with a notice of the time and place of the annual general meeting, not less than fourteen days before the date fixed by the Board for such annual general meeting.

(4) The business at the annual general meeting shall include the receipt of such report and financial statement, the election of the Board, and the appointment of auditors.

(5) Notice of all meetings of the Association shall be given to members either personally or by sending them through the post in a prepaid letter addressed to such member at his address as appearing in the register of members. Fourteen days' notice shall be given of all meetings. Any notice shall be deemed to have been served twenty-four hours after the time of posting.

(6) A quorum for a meeting of the Association shall be six members personally present. Each member shall have one vote and the Chairman shall also have a second or casting vote.

11. Financial Year—The financial year of the Association shall end on the thirty-first day of March in each year or such other day as may be decided by the Board from time to time.

12. Election of Board and management of affairs—(1) The management of the affairs of the Association shall be by a Board to be elected by the members at the annual general meeting.

(2) The Board shall consist of not more than fourteen persons (including the *ex officio* members as hereinafter set out) of whom not more than four shall be women.

(3) At each annual general meeting three members of the Board shall retire, but shall be eligible for re-election. The members of the Board who are to retire as aforesaid shall be the members who have been longest in office, but in case of equality of service between two or more members to retire, members shall be determined by ballot. Nominations for new members of the Board shall be in writing signed by at least one member of the Association and delivered to the Secretary at least seven clear days before the date of an annual meeting.

(4) Any casual vacancy occurring in the members of the Board shall be filled by the Board and the person chosen shall retain office as a member of the Board so long only as the vacating member would have retained the same if no vacancy had occurred.

(5) The North Canterbury Hospital Board shall have the right to appoint, by notice in writing to the Secretary of the Association, not more than three persons to the Board (hereinafter referred to as hospital board representatives). Hospital board representatives shall hold office during the pleasure of the North Canterbury Hospital Board.

(6) The Canterbury Branch of the Medical Association of New Zealand or its successors (hereinafter referred to as the Canterbury branch) shall have the right to appoint by notice in writing to the Secretary of the Association not more than one person to be a member of the Board. Such person shall hold office during the pleasure of the said Canterbury branch.

(7) The Board shall elect one of its members to be Chairman.

(8) Any member of the Board (other than a hospital board representative or the representative of the Canterbury branch) failing to attend three consecutive meetings without leave of absence shall in the discretion of the Board forfeit his or her seat.

(9) A quorum for a meeting of the Board shall be five members personally present. The Chairman shall have a second or casting vote.

(10) The Board may pay out of the funds of the Association the reasonable travelling expenses of any member of the Board for attending meetings of the Board or any committee established by or under this Act or attending any conference or convention or being authoritatively engaged in the business

of the Association and may also pay any member of the Board who shall perform or render any special duties or services outside his ordinary duties as a member of the Board.

(11) The Board may from time to time establish committees to assist it in the performance of its functions and duties and may appoint or provide for the appointment or election of such members of the Association, other than members of the Board, as it deems fit, to be members of any such committee and may fix a quorum thereof and fill any vacancy on any committee. The Board may at any time and from time to time discharge, alter, discontinue, or reconstitute any committee or discharge any member of a committee and if it thinks fit appoint another member in his stead. The Board may delegate to any such committees such of its powers as it thinks fit and any committee to which powers are so delegated may, without confirmation by the Board, exercise its delegated powers in the same manner and with the same effect as the Board could itself have exercised; but no such delegation shall prevent the exercise of any power by the Board. Subject to the provisions of this subsection, every such committee shall be subject in all things to the control of the Board and shall carry out all directions, general or special, of the Board in relation to the committee and its affairs and the Board may amend or repeal or rescind any decision of any such committee.

(12) No member of the Board shall be disqualified by his office as such member from contracting with the Association either as vendor, purchaser, or otherwise nor shall any such contract or arrangement entered into by or on behalf of the Association in which any Board member shall be in any way interested be avoided nor shall any Board member be liable to account to the Association for any profit realised by any such contract or arrangement by reason only of such Board member holding that office or of the fiduciary relations thereby established but the nature of his interest must be disclosed by him at the meeting of the Board at which the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting of the Board after the acquisition of his interest. No Board member shall vote in respect of any contract or arrangement in which he is interested.

(13) Every member of the Board shall be indemnified by the Association against all costs, losses, and expenses which he may incur or become liable to by reason of any contract

entered into or act or thing done by him as such member of the Board in the discharge and within the scope of his duties.

(14) The Board shall subject to the provisions of this Act have power to regulate its procedure in such manner as it thinks fit.

13. Interim arrangements—The committee of the Association in office at the date of the passing of this Act shall continue in office as the Board of the Association constituted by this Act with all the powers, rights, duties, and authorities of the said Board until the next annual general meeting of the Association when all members shall retire and the Board shall be appointed pursuant to the provisions of this Act.

14. Appointment of auditors—At each annual general meeting an auditor or auditors shall be appointed to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting. No person shall be qualified for appointment as auditor of the Association unless he is a member of the New Zealand Society of Accountants or a member, fellow, or Associate of an Association of Accountants situated in some part of the Commonwealth outside of New Zealand and for the time being approved for the purposes of the audit of company accounts by the Minister of Justice by notice published in the *Gazette* pursuant to the provisions of the Companies Act 1955.

15. Appointment of Secretary and provision of common seal—(1) The Board may from time to time appoint, upon such terms and conditions as it thinks fit, a Secretary to the Association who shall not be a member of the Board. The Board shall pay the Secretary out of the funds of the Association such salary as the Board thinks fit.

(2) The Secretary shall provide for a common seal and arrange for its custody.

(3) The common seal shall not be affixed to any document except with the authority of a resolution of the Board and shall be affixed only in the presence of two members of the Board or of one member and the Secretary, who shall affix their signature to every document so sealed.

16. Minute Book—The Board shall cause proper minutes to be kept of all general meetings of the Association and of the proceedings of all meetings of the Board and of committees of the Board and of the attendances thereat and of

all business transacted at such meetings; and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

17. Costs and charges—All costs, charges, disbursements, and expenses of and incidental to the preparation of, obtaining, and passing of this Act or otherwise in relation thereto shall be paid by the Association.

18. Private Act—This Act is hereby declared a private Act.

SCHEDULE

(1) All that piece of land situate in the city of Christchurch containing twelve and three-tenths perches (12.3p.), more or less, being Lot 1 on Deposited Plan 8152, part Town Section 1156, and being all the land comprised and described in certificate of title, Volume 385, folio 262 (Christchurch Registry).

(2) All that piece of land situate in the city of Christchurch containing twenty-one and one-tenth perches (21.1p.), more or less, being Lots 2 and 4 on Deposited Plan 5724, parts Town Sections 1157 and 1159, and being all the land comprised and described in certificate of title, Volume 333, folio 75 (Christchurch Registry).

(3) All that piece of land situate in the city of Christchurch containing two roods three and six-tenths perches (2r. 3.6p.), more or less, being Lot 24 on Deposited Plan 17089, part rural section 136, and being all the land comprised and described in certificate of title, Volume 601, folio 3 (Christchurch Registry).

(4) All that piece of land situate in the city of Christchurch containing two roods thirty and six-tenths perches (2r. 30.6p.), more or less, being Lot 1 on Deposited Plan 16589, part rural section 133, and being all the land comprised and described in certificate of title, Volume 667, folio 60 (Christchurch Registry), subject to memorandum of mortgage No. 465075.

(5) All that piece of land situate in the city of Wellington containing twelve and ninety-five one-hundredths perches (12.95p.), more or less, being part Section 159 of the town of Wellington, and being also all the land on Deposited Plan No. A/1311 and part of Lot 44 on Deposited Plan 582, and being all the land comprised and described in certificate of title, Volume 431, folio 288 (Wellington Registry), subject as to the land in Plan No. A/1311 to the encroachment of a building during its life or earlier removal.

(6) All that piece of land situate in the city of Wellington containing sixteen and one one-hundredth perches (16.01p.), more or less, being part of Section 446 on the public map of the town of Wellington, and being all the land comprised and described in certificate of title, Volume 351, folio 34 (Wellington Registry) (limited as to parcels).

(7) All that piece of land situate in the city of Wellington containing twelve and ninety-seven one-hundredths perches (12.97p.), more or less, being part of Town Section 112, and being also Lot 4 on Deposited Plan No. 7705, and being all the land comprised and described in certificate of title, Volume 363, folio 145 (Wellington Registry), subject to Order in Council No. 1235.
