

**PAN PACIFIC NURSES ASSOCIATION,  
NEW ZEALAND**



**TRUST DEED**

**THIS DEED is made this first (1) day of August, 2015.**

## **PARTIES**

1. Pauline Elizabeth Sanders-Telfer, Papatoetoe, Auckland
2. Safaato'a Fereti, Papakura, Auckland
3. Gleiness Mokamanogi Eiao, Otara, Auckland
4. Sierra Jennifer Faitua, Mangere East, Auckland
5. Alisa Loimata Ili, Mangere East, Auckland
6. Tarani Anna Lave, Manukau, Auckland
7. Lisa Harris, Howick, Auckland
8. Vicky Lorraine Maiava, Mt Roskill, Auckland

## **1.0 BACKGROUND**

1.1 The parties to this deed wish to establish a charitable trust in New Zealand the PAN PACIFIC NURSES ASSOCIATION, NZ for the purposes described in 6.0 Objectives of this deed and to give effect to such desire are, at the same time, going to the trust the sum of \$100.00.

1.2 The parties to this deed have agreed to enter into this deed specifying the purposes of the trust and providing for its control and governance. The rules shall be cited as the rules of the Association and shall come into force from the date of formation of the Association.

These rules shall apply to:

- (a) The Association, the Board and every Committee and all officers, officials and members thereof.
- (b) All persons and bodies to whom these rules are declared to apply, shall at times be deemed to have notice of these rules and to have full knowledge thereof and of the rights, duties, liabilities, and obligations hereunder and to be bound by the decisions and the acts of all bodies or tribunals and persons authorised by these rules to act and give decisions.
- (c) All members and persons coming within the application of these rules shall endeavour to resolve any disagreements or disputes using the rules in the Deed as a guide before pursuing legal action to assist with resolution.

(d) All such bodies and persons coming within the application of these rules shall be deemed to have agreed to seek no remedy available to them at law in respect of anything done under these rules or omitted to be done, until they have exhausted all remedies provided by or under these rules in respect of anything so done or omitted.

1.3 There is a growing number of Pacific Nurses connecting through post-graduate studies who have the desire and intention to improve Pacific health outcomes through applied knowledge, experience and relationships. Purposeful integration of advanced nursing knowledge with the traditional and ever-evolving Pacific cultural knowledges will create a new paradigm to benefit Pacific peoples in the New Zealand context. The Pan Pacific Nurses Association (the 'Association') has been formed recognising the benefits of this fusion and harnessing nursing academia and expertise. This unique collaboration of nurses across the health care continuum has been founded primarily through the success of the Aniva Nursing Leadership programme where the importance of credentials, credibility and courage were inaugurated and enhanced (Southwick, personal communication, 2012). The Association includes all Pacific Nurses who align and embrace the vision of this Association with the view of continued nurturing and developing leadership in the Pacific health sector.

We acknowledge the journey to success relies on the relationships with our Pacific, non-Pacific and intersectorial colleagues. The Association recognises Pacific health is viewed through a holistic lens and is incorporated within Pacific paradigms such as Fonofale, Sei Tapu, Te Vaka, Tivaevae and Fonua. These unique models all recognise the integral role of culture, family, spirituality, the physical, time, socio-economic, environmental and sexuality within the Pacific context which influence the engagement of Pacific communities in health.

We recognise and acknowledge the contribution to Pacific health by many other Pacific and mainstream organisations both nationally and internationally. The founding members of this Association believe with sincerity, the factor that distinguishes us from other Associations are the values and principles referred to in this Deed which we uphold. Through these values and principles it is inevitable its membership must be predominantly Nurses of Pacific descent and who identify as Pacific. To assist Pacific people with unmet health needs in a unique manner, the Association recognises the importance of investing in Pacific Nurses, with support and help from friends and partners from relevant organisations. Recognising the need to continuously transform our health system to meet the challenges of the present and the future for Pacific peoples, we

know it will take strong, inspirational Pacific Nurses with a range of experience, skills, knowledge, and relationships, if we are to improve the health and wellbeing of our Pacific community.

## **2.0 NAME OF THE TRUST**

The name of the Trust shall be the Pan Pacific Nurses Association, New Zealand.

## **3.0 REGISTERED OFFICE**

The Registered Office of the Association shall be at 141 Tui Rd, Papatoetoe, Manukau City, 2025 or at such other place as may be from time to time decided by the Association or its Board.

## **4.0 VISION**

Pacific peoples will achieve their fullest potential for wellbeing, strength and longevity.

## **5.0 OBJECTIVES**

The Association will take an active leadership role in developing and strengthening credibility in Pacific Nursing, cultivate and expand Pacific Nursing credentials combined with the courage to support the realisation of the vision through the promotion of the following principles and actions.

### **5.1 Professional Pacific Nursing**

- a) Promote awareness of health and wellness to reduce or eliminate barriers experienced by Pacific people with unmet needs and their families in New Zealand and where possible in the countries of the Pacific.
- b) Identifying gaps in research or knowledge for potential post-graduate subjects or themes.
- c) To support, participate and analyse health research and data involving Pacific people in New Zealand and the Pacific countries and to hold legal ownership of all information derived from them alone or in co-ownership with other parties.
- d) To contribute to the design of health services in New Zealand and where possible in the Pacific countries.

- e) To advocate or critique legislation and other measures affecting or likely to affect Pacific people with health issues and their families, in New Zealand and where appropriate in the Pacific countries.
- f) Support practical application of nursing knowledge through a Pacific lens.
- g) Share learning from members through the central archiving of literature produced by members.
- h) Create a resource for the development of research that evidence and evaluate “best practice”.
- i) To showcase academic work through publishing, presenting at conferences and other relevant forums to highlight the inequity gaps for Pacific people and also strategies for success.
- j) Promote cultural competence in practice at the patient and organizational level including the systems that monitor applied practice.

## 5.2 Experience

- a) Professional development for strategic career pathways.
- b) Create opportunities for career development and navigating career pathways.
- c) Mentorship of under and post graduate nurses to promote best practice service delivery for Pacific people.
- d) Provide a support network for Pacific nurses in current leadership positions.
- e) Support nurses with management and business skills e.g. financial literacy.

## 5.2 Relationships

- a) Support and strengthen the cultural identity of members who identify as Pacific.
- b) Strengthen the Aniva Nursing Leadership Programme graduates and affiliated members network across the health and social sectors.
- c) Build relationships, affiliations or cooperate with any relevant organisations or bodies that will advantage the health, wellbeing of Pacific families in New Zealand and where possible in the Pacific.
- d) To enable Association members to contribute to their own professional development and general welfare by providing collegial, clinical, moral, ethical, spiritual, cultural, psychological and social support to encourage and empower them in their respective roles and work in the health sector.

- e) To be, unless deemed by the Board as inappropriate and/or due to an actual or perceived conflict of interest, a leading collective voice to represent and support the interests of its members and their respective work against third parties, and of all Pacific people suffering from illness and their families in New Zealand, and where possible in the Pacific countries and worldwide.
- 5.3 To acquire freehold or leasehold or other rights over such real or personal property as may be considered advisable for any purposes or object of the Association.
- 5.4 To exercise any powers conferred upon the Association in pursuance of the Charitable Trust Act 1957.
- 5.5 To solicit subscriptions donations or grants for the Association and to underwrite schemes for raising money for the Association.
- 5.6 To borrow or to raise and give security for money by the issues of or upon bonds, debentures, promissory notes, or other obligations or securities of the Association, secured upon its assets or otherwise by mortgage or charge upon all or any part of the property of the Association.
- 5.7 To control and dispose of the funds and property of the Association as may be considered advisable for any purpose or object of the Association.
- 5.8 To organize social activities amongst the members and their friends and families in New Zealand and where possible in the Pacific.
- 5.9 To do all such things as are incidental or conducive to the statement and attainment of the above objects.

## **6.0 MEMBERSHIP**

Membership will be aligned to the vision of the Association (4.0) and be predominantly Nurses of Pacific descent and who identify as Pacific. To assist Pacific people with unmet health needs in a unique manner, the Association recognises the importance of investing in Pacific Nurses, with support and help from friends and partners from relevant organisations as follows:

- 6.1 ***SUBSCRIBING MEMBERS*** being persons who have graduated through the Aniva Nursing Leadership Programme and hold a current practicing certificate agree to contribute to an annual subscription to the Association. Subscribing members hold full voting rights, access to networks and participation in activities.

- 6.2 **LIFE MEMBERS** or Life Membership may be conferred for a long and valuable service only by the Board at the AGM.
- 6.3 Nominations for Life Membership shall be submitted as Notices of Motion prior to the AGM of the Association and shall be considered under the rules as applied to Notices of Motion. Life Members shall not be liable for the payment of subscriptions.
- 6.4 **AFFILIATE MEMBERS** are those nurses providing care to Pacific people who upon applying to the Board in the manner set out by these Rules are approved and accepted by the Board, upon payment of subscription. Affiliate members are preferred to have undertaken or are currently undertaking or are planning to undertake post-graduate study. Affiliate members are not entitled to vote, however, are able to participate in activities of the Association.
- 6.5 Applications for membership except for **LIFE MEMBERS** may be forwarded in writing through the Secretary for considerations by the Board. Subscribing members acquire membership automatically on payment of an annual subscription.
- 6.6 Persons in any category may cease to be members on submission of a written resignation. Non-payment of a Subscription (except those dealt with under Clause 17.2 shall disqualify a person from membership). Persons may be suspended or expelled under Clause 22.1.
- 6.7 The Board shall have power at all times to accept or reject application for membership to the Association.
- 6.8 Only **SUBSCRIBING MEMBERS** and **LIFE MEMBERS** shall benefit, gain or profit, secure privileges, be eligible to participate in services which may be provided by the Association, or at any time or in any way have any claim on the association by virtue of membership.
- 6.9 **AFFILIATE MEMBERS** of the Association as in (6.4) above, are not eligible to become a member of the Board.

## **7.0 MEMBERS OF THE BOARD**

The Board of Trustees ("the Board") shall comprise of no less two (2) and no more than eight (8) members. The initial members of the Board shall be the signatories of this deed. The Board will appoint the President (who shall hold office for two years only), Vice President, Patron, Treasurer, Secretary and Matua (as required). The Annual General Meeting ("AGM") includes the Inaugural General Meeting ("IGM") being the first AGM to acknowledge its original Trust Deed and commence subscription of membership.

- 7.1 The President, Vice-President, Patron, Secretary and Treasurer, shall be elected at the Inaugural Annual General Meeting. Each of them respectively, shall be eligible for re-election upon nomination at the following AGM's. The immediate past president will remain part of the Board for a one year term.
- 7.2 The President, and Vice President shall be of Pacific descent or heritage, so as to reflect and be consistent with the uniqueness of the Association alluded to in the Background to the rules of the Deed and in contrast with other mainstream organisations for healthcare delivery.
- 7.3 The Patron shall be selected by the Board without the necessity for prior nomination. The Patron is not a member of the Association however, can be made an honorary member as deemed appropriate by the Board. The Patron must have credibility and expertise in Pacific Nursing and Pacific health and supports the Association's vision and Deed.
- 7.4 The Matua shall be someone with Pacific heritage and culture with credentials and credibility in the community preferably with a health or social background. The Matua shall be the main adviser to the Association on all matters cultural and/or of cultural significance to Pacific people and for the maintenance of harmony with the Maori culture of the Tangata Whenua and of any and all other races that interact with the Association. The Matua can be a representative from any of the Pacific nations and will be invited to attend Board meetings to advise on matters requiring their expert guidance.
- 7.5 An advisor can be invited by the Board to the Board meetings, for specific skills, knowledge, capabilities and any other attributes or perspectives deemed necessary by the Board. This may include but not be limited to cultural perspectives (this may be covered by the Matua role), professional, legal or financial where the Board will determine the frequency of attendance and be reviewed at each meeting.
- 7.6 The Board of the Association shall initially upon the formation of the Association be a volunteer, but may over time if approved by the Board and only when the Association can afford it be a paid employee of the Association and shall be appointed by the Board who shall determine the salary to be paid to him or her from time to time as the case may be.

## **8 Duties of President**

It shall be the duty of the President:

- 8.1 To chair all meetings of the Board and the Association.
- 8.2 Ensure the progress of initiatives and projects are properly monitored.
- 8.3 Mediate conflicts within the Board and/or the Association.



- 8.4 Be the main contact and media spokesperson for the Association for any external communications including representing the Association to any public invitation or events.
- 8.5 Ensure the rules in the Trust Deed are followed.
- 8.6 Advise the Registrar of Incorporated Societies of any changes to the Rules.
- 8.7 Oversee the operation of the Association.
- 8.8 To properly delegate his/her authority as may be required at any time in accordance with the rules in this Trust Deed.
- 8.9 Ensure that all the Association's property whether real, proprietary and/or otherwise including all Board documents are returned or handed over to his/her successor at the end of his/her tenure.

## **9 Duties of Vice President**

It shall be the duty of the Vice President:

- 9.1 To chair any meeting in the absence of the President.
- 9.2 To properly and lawfully carry out the powers and responsibilities of the President as delegated by the President particularly where the President is not able to be present.
- 9.3 Assist the President to maintain the flow of the Association and Board meetings.
- 9.4 Ensure that all the Association's property whether real, proprietary and/or otherwise including all Board documents are returned or handed over to the Board or his/her successor at the end of his/her tenure.

## **10 Duties of Secretary**

It shall be the duty of the Secretary:

- 10.1 To set the agenda of the Board meetings in consultation with the President.
- 10.2 To send out notices of meeting details, circulation of relevant information, invite members and attend all meetings of the Association and of the Board and to take all minutes thereof.
- 10.3 To conduct the correspondence (inward and outward) and the affairs of the Association in consultation with the President, or the chairperson elected for the time being in the event of absence of both President and Vice-President as per clause 12.3 below.
- 10.4 To deal with all matters relating to the employment of staff (if any).
- 10.5 To comply with the provision of the Charitable Trusts Act 1957 and generally with all the lawful requisitions made by the Registrar.
- 10.6 To prepare the Annual Report of the Association and present the same to it for approval.

- 10.7 To obey all such lawful instructions and to do and perform all such lawful things and acts as may be given or required to be done by a meeting of the Association or of the Board, the Act or these Rules.
- 10.8 To receive applications to the Board for all types of membership and notifying applicants of outcome.
- 10.9 Record keeping and updating the membership register.
- 10.10 To receive and resolve complaints by members unless involvement of the Board is necessary.
- 10.11 To keep the common seal of the Association and use as directed and in accordance with the Board's resolutions.
- 10.12 Ensuring that all the Association's property whether real, proprietary and/or otherwise including all Board documents are returned to the Board or handed over to his/her successor at the end of his/her tenure.
- 10.13 To do and perform such other lawful duties as may usually relate to the office of Secretary, and as directed by the President or the Board.

## **11 Duties of Treasurer**

It shall be the duty of the Treasurer:

- 11.1 To attend all meetings of the Association and the Board.
- 11.2 To keep the accounts of the Association in proper order so that its financial situation can be clearly understood at any point in time.
- 11.3 To collect and receive all monies due to the Association and to give a receipt therefore in a form approved by the Board. To bank all such monies in the name of the Association in a bank approved by the Board and in no case to hold any monies without the authority of the Board.
- 11.4 To prepare immediately prior to the Annual General Meeting a balance sheet and statement of receipts and payments for the preceding twelve months, and to present such documents to such meeting duly audited.
- 11.5 To perform all such lawful tasks as may be directed by a meeting of the Association or of the Board or required by these rules.
- 11.6 To research all financial entitlements of the Association and prepare business plans and funding applications in consultation with the President and the Board.
- 11.7 To work with the finance subcommittee as provided in Clause 14 hereof.

- 11.8 To ensure that all the Association's property whether real, proprietary and/or otherwise including all Board documents are returned to the Board or handed over to his/her successor at the end of his/her tenure.
- 11.9 To do and perform such other lawful duties as may usually relate to the office of Treasurer, and as directed by the President or the Board.

## **12 THE BOARD OF TRUSTEES**

- 12.1 The Board of the Association is the governing committee and shall consist of up to a maximum of 8 (eight) persons among whom shall be the President, Vice President, Secretary and Treasurer.
- 12.2 Only SUBSCRIBING MEMBERS shall be eligible for consideration as a Board member.
- 12.3 The President or in his absence the Vice President shall preside over the Board and in the absence of both the President and the Vice President one of the Board shall be elected Chairperson and shall preside at the meeting.
- 12.4 A quorum for a meeting of the Board shall be four (4).
- 12.5 Each member of the Board must declare and register any conflict of interest before each meeting.
- 12.6 Any member of the Board absenting him/herself from three (3) consecutive meetings without leave shall IP SO FACTO cease to be a member of the Board.
- 12.7 The offices of the President, Vice President, Secretary, and Treasurer shall be vacated if any holder ceases to be a member of the Association, or resigns his/her office in writing.
- 12.8 In the event of a vacancy, the Board members shall fill that vacancy with any eligible person (12.2).
- 12.9 The Board may, by a motion decided by a two thirds majority of votes, terminate a member's membership of the Board if it believes that such action is in the best interest of the Trust.
- 12.10 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:
- a) To use the fund 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 advisors, agents, officers and staff as appears necessary or expedient; and
  - b) To purchase, take on lease or in exchange or hire or otherwise acquire any land or personal property and any rights or privileges which the Board thinks necessary or

expedient for the purposes of attaining the objects of the trust and to sell, exchange, bail or lease, with or without option of purchase, or in any manner dispose of any such property, rights or privileges as aforesaid; and

c) To carry out any business; and

d) 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

e) To borrow or raise money from time to time, with or without security, and

f) To do all things as may from time to time be necessary or desirable to enable the Board to give effect to and to attain the charitable purposes of the trust.

### **13 FINANCE**

The funds of the Association shall be devoted to furthering its objectives as set out in this Deed:

13.1 All monies received shall be banked in the name of the Association in the appropriate account at a bank nominated by the Association.

13.2 All payments shall be made and recorded through the appropriate banking facility.

13.3 The Board shall have the power to open Special Accounts.

13.4 The Financial Year of the Association shall commence on the 1<sup>st</sup> day of April.

13.5 The Trustees shall keep full and correct records and accounts of all of their receipts, credits, payments, assets, liabilities and transactions and all other matters necessary for showing the trust state and condition of the Trusts. As soon as practicable after the end of each financial year (being the year or any other accounting period ending on 30 June or any other date adopted from time to time by the Trustees as the end of the Trust's financial year) ('Financial Year'), the Trustees shall ensure that financial statements are prepared including a statement of position, a statement of financial performance and notes to those statements giving a true and fair view of the financial position of the Trust for that Financial Year. Such financial statements may be audited by a chartered accountant appointed for that purpose by the Trustees, as the Trustees determine.

In carrying out the objectives of the Association and in the management of the affairs of the Association, any person or persons whether or not holding membership or office of the Association may be paid a salary, commission or fee as a servant or employee of the Association such remuneration to be fixed by the Board.

## **14 COMPLAINTS**

Any member who is dissatisfied with any aspect of the work of the Association shall refer his/her concern to the President or Vice President for resolution, as referred to in Clause 1.2(c). If the matter cannot be resolved or if the member does not agree with the way the matter has been resolved by the President or Vice President the member may refer the matter to the Board whose decision shall be binding. The rules of Natural Justice shall be observed.

## **15 SIGNATORIES**

The signatories of the Association's bank accounts shall be minimum of two (2) signatories from the Board.

## **16 SUBSCRIPTIONS**

The Annual Subscriptions shall be set by the Board at the AGM.

16.1 Annual Subscriptions are to be paid within three (3) months of the AGM, unless agreed by the Board may grant an extension of time in extenuating circumstances.

16.2 Subscribing Members to whom extensions of time have been granted shall still be classified as Subscribing Members.

## **17 ANNUAL GENERAL MEETING**

The Annual General Meeting of the Association shall be held within three (3) months of the end of the Financial Year.

17.1 The Annual Report shall be circulated to all members of the Association who are present at the AGM.

17.2 Fourteen days' notice by circular and advertisement of holding such Annual General Meeting shall be given.

## **18 QUORUM AT A GENERAL MEETING**

The Board of Trustees will meet three (3) times per year and at any General Meeting of the Association four (4) members of the Board shall form a quorum. (If after 30 minutes of the notified time a quorum is not present those present shall be deemed to form a quorum for the purpose of carrying out urgent or notified business).

## **19 SUSPENSION AND EXPULSION**

19.1 The Board shall have power to suspend or to expel any member whose conduct is considered detrimental to the vision of the Association.

## **20 RIGHT OF APPEAL**

20.1 Any member suspended or expelled under clause 19 having given due notice, may appeal to the next AGM, such appeal to take the form of a Notice of Motion and to be dealt with as such.

20.2 Pending a decision on any appeal, the directions of the Board shall be binding.

20.3 In all dealings with clauses 19 and 20 hereof the rules of Natural Justice shall be followed.

## **21 INTERPRETATION OF RULES**

The power to interpret these rules shall rest with the Board.

## **22 ALTERATION OF TRUST DEED**

The Board may, by consensus or pursuant to a motion decided by two thirds majority of votes by supplemental deed, make alternations or additions to the term and provision of this deed provided that no such alteration or addition shall:

- a) Take effect unless it is confirmed by resolution of the Board;
- b) Detract from the exclusively charitable nature of the trust or result in the distribution of its assets on winding up or dissolution of any purpose that is not exclusively charitable.

## **23 COMMON SEAL**

23.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

27.1 The Common Seal shall be affixed to any document only by resolution of the Board. The affixing of the Common Seal to any Deed or Instrument creating any legal obligations upon the Association shall be attested to by any two (2) of the Board along with the Secretary.

## **28 DISSOLUTION**

- 28.1 The Association may be wound up or dissolved upon a unanimous resolution of all the Trustees at a meeting called for that purpose. There shall be no less than thirty (30) days notice given of such meeting to the Trustees.
- 28.2 On the winding up of the Association or its dissolution by the Registrar of the High Court under the Charitable Trusts Act 1957, all surplus assets after the payment of costs, debts and liabilities shall be given to such exclusively charitable organisation within the New Zealand as the Trustees decide, or if the Trustees are unable to make such decision, shall be disposed of in accordance with the directions of the High Court under section 27 of the Charitable Trusts Act.