

RULES OF BIRTH AND BEYOND INCORPORATED

1. NAME

The name of the Society shall be "Birth and Beyond Incorporated" (hereinafter referred to as "The Society").

2. FOUNDING PHILOSOPHY

The members of the Society accept that:

- 2.1 Parenting and birth is a continuing co-operative learning experience. With adequate resources and support, parents are their own best experts regarding their needs and will make the appropriate choices involved in childbirth and parenting.
- 2.2 A support service for parents which emphasises sharing with other parents, information giving and skills training relevant to parenting is the most suitable context for achieving choice.
- 2.3 Active choice of the place and method of birth gives an opportunity for increased self esteem and self confidence in mothers and a positive parenting relationship for mothers and fathers.
- 2.4 Birth is a normal process requiring the minimum of intervention in most cases.
- 2.5 When evaluating the outcome of birth, emotional and psychosocial aspects must be included, as well as physical.
- 2.6 Active consumer participation is a necessary component in the planning and administration of a birth and education service.

3. OBJECTIVES

The objectives for which the Society is established shall be:

- 3.1 To establish and operate a parent resource and out of hospital birth centre complementary to existing services.
- 3.2 To provide comprehensive maternity care in a home-like atmosphere, whether as a licenced Private Hospital pursuant to the provisions of the Hospitals Act 1957 or otherwise.
- 3.3 To provide an environment where the birthing experience contributes to increased self-esteem and self-confidence in mothers and contributes to the development of a positive parenting relationship.
- 3.4 To provide birthing facilities for women who run only a low risk of childbirth complications and for whom high technological intervention is not a desired component of their birthing ritual.
- 3.5 To provide a comprehensive perinatal education and counselling service that recognises birth as a normal process, supports individual birth choice and emphasises the mother's responsibility for self-care.

- 3.6 To ensure a high level of community participation in planning and administering the service.
- 3.7 To provide an on-going assessment of the programme to evaluate its effectiveness.
- 3.8 To recruit the services of registered midwives and other personnel who will provide antenatal education, postnatal care and skills training. Birthing assistance will be provided by the midwives in consultation with medical practitioners.
- 3.9 To provide an education programme offering personal and inter-personal skills training.

4. POWERS

To achieve its objects, the Society has power:

- 4.1 To purchase, take on lease, hire or otherwise acquire and hold real and personal property rights and privileges which the Society may think necessary or convenient to the attainment of the objects of the Society.
- 4.2 To construct, maintain and alter any building or works necessary or convenient for all or any of the objects of the Society.
- 4.3 To sell, lease or mortgage, charge or otherwise dispose of any of the property of the Society and to grant such rights and privileges thereover in such manner as the Society may from time to time think necessary and proper.
- 4.4 To remunerate contract members according to the terms of their contract.
- 4.5 To borrow money by way of bank overdraft or otherwise in such a manner and to give such security over all or any of the property of the Society as the Society shall think necessary or proper, and in particular by the issue of debentures charged on all or any of the property of the Society.
- 4.6 To invest funds of the Society upon such securities and in such manner as is authorised by the rules.
- 4.7 To raise money by subscriptions and to grant rights or privileges to subscribers.
- 4.8 To organise talks, meetings and discussions; co-ordinate education and action groups; provide information about pregnancy and childbirth, to circulate information about the Society and its members' activities; to publish or arrange publication of books, articles, pamphlets or journals.
- 4.9 (a) To take all necessary steps and do all such things as may be required to enable the Society to make application for and to hold a licence to conduct a private hospital in any premises from time to time vested in the Society pursuant to the provisions of the Hospitals Act 1957.

(b) For the purposes of the Hospitals Act 1957 it is hereby expressly provided that the Society is authorised and empowered by the rules to operate a private hospital as defined in that Act.

- 4.10 To do all such things as are incidental or conducive to the attainment of the above objects or are calculated to further its objects or any of them.

5. MEMBERSHIP

- 5.1 There shall be four classes of membership of the Society: full membership; associate membership; contract membership and life membership.
- 5.2 All members of the Society shall in addition to meeting any other criteria of membership, have a particular or general philosophical empathy with the objects of the Society.
- 5.3 All members shall be entitled to attend meetings of the Society and shall be entitled to one vote each.

6. FULL MEMBERS

A full member shall be any person who has been enrolled in a programme run by the Society, who has satisfied the pre-enrolment and enrolment procedures which may be laid down from time to time by a meeting of the Administrative Core Group, and who has paid the appropriate subscription and has been accepted by a meeting of the Administrative Core Group. Full membership may be renewed for a maximum of four years from the year in which that person was most recently enrolled in a programme run by the Society.

7. ASSOCIATE MEMBERS

An associate member shall be any person (or body corporate or representative of a body corporate) who has a particular or general philosophical empathy with the objects of the Society, and who has been accepted as a member by a meeting of the Administrative Core Group, and who has paid the appropriate membership fee.

8. CONTRACT MEMBERS

All persons employed by the Society shall be contract members of the Society.

9. HONORARY LIFE MEMBERS

The Society may at any general meeting resolve to grant life membership of the Society to any person.

10. TERMINATION OF MEMBERSHIP - FULL MEMBERS AND ASSOCIATE MEMBERS

- 10.1 A full or associate member shall cease to be a member of the Society at any time immediately upon the tender of a written resignation to the Secretary accompanied by payment of all monies owing to the Society.
- 10.2 Any such member whose subscription has not been paid during the financial year of the Society shall at the end of that financial year automatically and without further action or notification cease to be a member, provided that such member by complying with the provisions of 5, 6 and 7 above, may again become a member.
- 10.3 A member may be deprived of membership in the Society by motion passed at any special general meeting in the exercise of its discretion without releasing him or her from an antecedent liability to the Society provided that the member whose expulsion is under consideration shall, after being informed in writing of the reasons for the proposed expulsion, be allowed to make submissions either orally or in writing (or both) to the Special General Meeting.

11. TERMINATION OF MEMBERSHIP - CONTRACT MEMBERS

A contract member's membership shall cease when the member's contract with the Society expires.

12. SUBSCRIPTIONS

The annual subscription payable by members of the Society shall be such a sum as shall from time to time be determined by a Special General Meeting or Annual General Meeting of the Society. Varying rates of subscriptions may be fixed for different classes of member. The Administrative Core Group shall have the power to allow rebate for prompt payment and fix the date for payment.

13. ADMINISTRATIVE CORE GROUP

- 13.1 At the first meeting of the Society and at every Annual General Meeting held thereafter the Society shall elect an Administrative Core Group (hereinafter referred to as the A.C.G.) of the following officers: A co-ordinator, a secretary, a treasurer and six committee persons.
- 13.2 At the initial incorporation of the Society the A.C.G. shall consist of only associate members and contract members. At any subsequent Annual or Special General Meeting of the Society, and in any event not later than the third Annual General Meeting of the Society, the outgoing A.C.G. shall determine that Full Members of the Society will thereafter be eligible to become office holders of the A.C.G. From the time of that determination the incoming A.C.G. and all subsequent A.C.G.'s shall include not less than three full members and not more than three contract members. Associate members are eligible for position on any duly elected A.C.G.

- 13.3 Each member of the A.C.G. shall be elected or appointed to serve for one year but may be re-elected or re-appointed for any number of consecutive years.
- 13.4 No person shall hold the office of Co-ordinator for more than three consecutive years.

14. POWERS AND DUTIES OF THE A.C.G.

- 14.1 The A.C.G. shall meet as the business of the Society shall require but not less than six times annually, and notice of such meetings shall be given to all members in a manner to be decided by the A.C.G. A quorum at A.C.G. meetings shall be six members, and at any A.C.G. meeting held after the determination referred to in paragraph 13.2 hereof at least one of those members making up a quorum must be a full member.
- 14.2 The A.C.G. may at its discretion co-opt to any subcommittee such further members as it considers desirable.
- 14.3 The A.C.G. shall have power to fill any casual vacancy until the next Annual General Meeting.
- 14.4 The A.C.G. shall be responsible to the members of the Society for the management of the real and personal property of the Society, and for the administration of the affairs of the Society in accordance with the objectives of the Society as set out in the Objectives.
- 14.5 The Secretary shall keep proper records of the business of the Society, give proper notice to members of the Society of all meetings and of all the business to be transacted at such meetings, keep a register of members and conduct the correspondence of the Society.
- 14.6 The Treasurer shall receive and account for all monies of the Society, keep usual and proper books of account, submit all current accounts for payment and generally manage the financial affairs of the Society.
- 14.7 All proposals concerning the A.C.G. shall be discussed at meetings and all members be invited to attend and speak at such meetings, but only A.C.G. members may vote in determining any decision on such a proposal.
- 14.8 The A.C.G. shall have power to appoint an Advisory Board for the purpose of guiding the Group in the discharge of its functions, and generally to assist the Society in the furtherance of its objects, and shall have power to remove from such a Board any person so appointed and to appoint other persons from time to time to act on the Advisory Board.
- 14.9 The A.C.G. is responsible for:
- (a) The everyday operation of a birth centre in accordance with the objectives of the Society, and, where appropriate, in accordance with the provisions whether in statute law or in

Regulations relating to the conduct of licenced Private Hospitals in New Zealand.

- (b) The employment of contract members and settling the terms of such employment.
- (c) The purchase and supply of materials needed for the general running of the Centre.
- (d) The promotion of the Society and its objectives throughout the community.

15. GENERAL MEETINGS

There shall be two classes of general meeting - an Annual General Meeting and Special General Meeting.

16. ANNUAL GENERAL MEETING

- 16.1 The Annual General Meeting of the Society shall be held not later than the 30th day of April each calendar year, at a place and time to be decided by the A.C.G.
- 16.2 It shall be the function of the Annual General Meeting to:
 - (a) Receive the report of the A.C.G. and the report from the midwives.
 - (b) Receive from the Treasurer a fully audited balance sheet and statement of accounts for the preceding year, an estimate of receipts and expenditure for the current year, and a recommendation as to fees for the current year.
 - (c) To elect the officers of the Society. Any member may volunteer to be elected.
 - (d) To set the annual subscription fee.
 - (e) To appoint an Honorary Auditor.
 - (f) To vote on any resolutions duly put to the meeting.
 - (g) To consider any other general business.
- 16.3 The quorum for an A.G.M. shall be eight members of which at least two shall be full members after the period referred to in 13.2

17. SPECIAL GENERAL MEETINGS

- 17.1 The Co-ordinator or in her/his absence or inability any other officer of the Society may at any time for any special purpose call a Special General Meeting and s/he shall do so within 14 days upon the requisition in writing of any three members stating the purposes for which the meeting is required.

17.2 The quorum for a Special General Meeting shall be eight members of which at least two shall be full members after the period referred to in 13.2

18. NOTICES OF MEETING

18.1(a) In the case of the Annual General Meeting, 21 clear days notice shall be given, such notice to include the time and place of the meeting and the business to be transacted, and the closing date for any resolutions to be put to the meeting.

(b) The reports and documents referred to in rule 16 above and any resolutions to be put to the Annual General Meeting shall be in the hands of members not less than seven days before the Annual General Meeting.

18.2 Special General Meeting

In the case of a Special General Meeting at least 10 clear days notice shall be given, such notice to include the time and place of the meeting and the business to be transacted.

18.3 Every notice required to be given to a member shall be deemed to have been delivered if:

(i) Posted to the member in a letter addressed to the member's last known place of residence;

or

(ii) Verbally communicated by an officer of the Society; or

(iii) Advertised in a daily newspaper circulating within the area.

19. PROCEDURE AT GENERAL MEETINGS

19.1 At all general meetings the Chairperson for that meeting shall be decided by the members present.

19.2 Each member present shall have the right to exercise one vote.

19.3 Voting shall be by show of hands and a majority of the members voting shall decide any questions unless the Rules otherwise provide.

20. COMPLIANCE WITH THE RULES OF THE SOCIETY

Members of the Society shall be bound by the Rules of the Society and the form of application for membership shall contain a declaration the terms of which shall be decided from time to time by the A.C.G. This declaration shall be signed by each applicant.

21. ALTERATION OF RULES

- 21.1 These rules may be altered, added to, rescinded or otherwise amended by a two-thirds majority of members voting at a general meeting of the Society.
- 21.2 Notwithstanding anything herein contained, no alteration, addition, amendment or variation to these rules shall be made which affects the stated Founding Philosophy of the Society and/or which creates any conflict with the present stated Objects of the Society; and in the event of a revision of the rules new rules which restore the statement of the Founding Philosophy or original stated Objects of the Society shall thereupon be instituted.

22. FINANCIAL YEAR

The financial year of the Society shall end on the 31st March.

23. COMMON SEAL

The common seal of the Society shall be of a design approved by a members' meeting. It shall be kept by the secretary who shall affix it to any deed or document only upon a resolution of the members meeting in that behalf. The affixing of the seal shall be counter-signed by the secretary, the co-ordinator and one other member of the Society.

24. HONORARY SOLICITOR

An Honorary Solicitor may be appointed at the Annual General Meeting.

25. CONTROL AND USE OF FUNDS

- 25.1 The funds of the Society not immediately required for carrying out the objects of the Society may be invested in or upon mortgage of real estate in New Zealand or upon deposit in any Bank, Savings Bank or Deposit Company carrying on business in New Zealand, in or upon Government Securities in New Zealand or any security approved by law for the investment of trust funds, but no investment shall be made until the same has been duly approved by the A.C.G.
- 25.2 All cheques or withdrawal slips drawn on the account shall be signed by any two of the following, namely the Co-ordinator, the Secretary and the Treasurer.
- 25.3 The funds and property of and belonging to the Society may be applied in the manner and for the purpose following:
- (i) in payment of all expenses of and incidental to the carrying out of the objects of the Society or any of them including in particular (but not without prejudice to the generality of this present clause) rent and upkeep or improvement of buildings and rooms and interest on money

lent to the Society on bank overdrafts or otherwise and salaries, wages or honoraria to the officers of the Society or persons employed by the Society.

- (ii) In the purchase and improvement of real and personal property to be used for and in connection with all or any of the objects of the Society.
- (iii) In investment upon security hereby authorised.
- (iv) In any other manner which from time to time be authorised by the members of the Society in General Meeting.

26. BORROWING POWERS

The Society shall in addition to the other powers vested in it have a power to borrow or raise money from time to time by the issue of any security founded or based on all or any of the property rights of the Society or without any such security and upon such terms as to priority and otherwise as the Society thinks fit; but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Society passed in General Meeting.

27. COPIES OF DOCUMENTS

The register of members, the minute book of the Society or a copy thereof, a copy of the Rules and all regulations or by-laws of the Society shall be kept by the Secretary and shall be available for inspection by all members.

28. WINDING UP

In the event of a decision at any General Meeting of the Society that the Society be wound up all funds, equipment and other assets shall be sold, realised or otherwise converted into cash. After the payment of the Society's just debts any surplus funds shall be distributed to any organisation with objects similar to or the same as the Society upon terms and conditions determined by a General Meeting of the Society.