

The Selwyn Foundation Constitution

Approved by the Fifty-Eighth Synod of the Anglican Diocese of Auckland, 5 September 2026

1. Name and Entity Structure

The name shall be "The Selwyn Foundation" (the "Foundation").

The Foundation is an unincorporated society and has corporate personality for legal purposes by virtue of its registration as a charitable trust board under the Charitable Trusts Act 1957.

2. Office

The office of the Foundation shall be in the City of Auckland or at such place as determined by the Foundation.

3. Charitable Purpose

The Charitable Purpose of the Foundation is to promote the spiritual and material wellbeing of vulnerable older people in Aotearoa New Zealand now and in the future, and to do so in ways that:

- Are in accordance with the Christian theology and praxis/'faith in action' of the Anglican Church in Aotearoa, New Zealand and Polynesia ('the Anglican Church'), and
- Are consistent with commitments to Te Tiriti o Waitangi.

4. Principles

In achieving its Charitable Purpose, the Foundation will have regard to the following:

(a) The gospel imperative and the Five Marks of Mission of the Anglican communion, particularly: to respond to human need by loving service; and to seek to transform unjust structures of society.

(b) Priority shall therefore be on advocating for and supporting people as they age who are at risk of, or experiencing, material and/or spiritual disadvantage.

(c) This may be, without limitation, provided in church, community and residential settings.

(d) Services and support will be delivered in ways that enhance the spirituality, cultural diversity and wellness of each person.

(e) The Foundation will seek to act at all times in accordance with the highest ethical standards.

(f) The real value of the investment fund will be preserved in perpetuity.

5. Powers

The Foundation, by virtue of its legal status, has full capacity to carry on or undertake any activity, do any act, or enter into any transaction; and has full rights, powers, and privileges for this purpose.

6. Application of Income and Property

The income and property of the Foundation shall be applied solely towards the promotion of the Charitable Purpose of the Foundation.

No person shall make any private pecuniary profit from the activities of the Foundation. No portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, by way of profit to the members of the Foundation.

No person may use their position to obtain, or attempt to obtain, a financial advantage or other material benefit for themselves or any related person except as permitted under the Constitution and disclosed in accordance with the Foundation's conflict of interest policy.

Nothing shall prevent: the payment in good faith of reasonable and proper remuneration to any officers or employees of the Foundation, or to any member, or any other person in return for any services actually rendered to the Foundation; full reimbursement for all expenses properly incurred by the Board members in connection with the Board's affairs; or exclude any member of the Foundation from the benefit of any grant made to further the Charitable Purpose of the Foundation.

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7. Disposal of Property on Dissolution

If at any time the Foundation is dissolved or ceases to exist other than for the purposes of being reconstituted with the consent of the Diocesan Council then the whole of the property of the Foundation remaining after the satisfaction of all its debts and liabilities shall be held or applied by the Anglican Church in the Diocese of Auckland as the Synod of the Diocese may direct.

No part of the funds or property of the Foundation remaining shall be paid to or distributed amongst the members of the Foundation.

8. Membership

The members of the Foundation shall consist of the following persons (subject to their consent):

(a) All Board members of the Foundation while they hold office as Board members;

(b) Life members appointed by the Foundation in recognition of outstanding service;

(c) Persons who have been admitted as members by the Board on terms and conditions established by the Board;

(d) Residents residing in any home, institution or accommodation owned or operated by the Foundation;

(e) The Bishop of the Diocese of Auckland being the President of the Foundation.

All members except residents in 8(d) above shall be entitled to vote on any matter or question at any Annual Meeting or Extraordinary Meeting of the Foundation. The Foundation shall keep a register of members.

Members may elect in writing to cease to be a member, or may be removed if they die, are or become mentally incapable of continuing to participate, or their actions bring their continued membership into disrepute – in such an event, due process and the principles of natural justice will be applied.

Voting members may at any time request any information from the Foundation. Within a reasonable time, the Foundation must supply all or part of the information or advise of their decision not to provide the information. The grounds for non-release may include: protection of the privacy of a person, living or deceased; commercial sensitivity; irrelevance to the operations; and/or it being considered frivolous or vexatious. A cost may be associated with the provision of the information.



9. The Board

(a) Board Membership

The Foundation shall be governed by a Board. The Board shall consist of up to seven members and not less than five members. At least one member must whakapapa to, and be an active member of, a hapū of Aotearoa New Zealand.

Board members will reflect the necessary skills and experience as determined by the Board from time to time. They must not have been disqualified from holding office for any reason set out in relevant legislation or regulations.

All Board members must be either a person with a real and ongoing connection to an Anglican parish or other Anglican entity ('an Anglican') or need to declare their support for the ethos and mission of the Foundation.

At all times, a majority of Board members (including the Chair) must be Anglicans. A quorum however will be a simple majority.

(b) Appointment Processes

The Chair is appointed and reappointed by the Bishop of the Diocese of Auckland.

The remaining number of pre-requisite Anglican Board members are appointed and reappointed by the Diocesan Council, upon recommendation by the Board.

The remaining Board members are appointed and re-appointed by the Board, following an appropriate process.

The Board may co-opt member(s) who have special skills and abilities for an agreed period. They may or may not have voting rights depending on the Board's discretion, however the total number of voting members cannot exceed seven.

(c) Term

All Board members, including the Chair, will be appointed for a three-year term and may be reappointed, for up to a maximum of nine years in total.

The Chair and Board members may elect in writing to resign; or may be removed if they: die; are, or become, mentally incapable of continuing to participate; or their actions or behaviours bring the Foundation into disrepute and/or make it no longer considered in the best interests of the Foundation for them to continue as a Board member – in such an event, due process and the principles of natural justice will be applied by the relevant appointing body.



10. Officers

The Foundation will have the following officers, who will conduct the work of the Foundation, namely:

(a) A President, who will be the Bishop of the Diocese of Auckland and who will have the right to chair any meeting of the Foundation;

(b) A Chairperson;

(c) A Deputy Chairperson, who may be appointed by the Board for such term as the Board may determine. The Board may at any time by ordinary resolution remove the Deputy Chairperson;

(d) Board members, and such other officers as may be appointed;

(e) A Chief Executive Officer, who will be an employee of the Foundation:

  (i) The Chief Executive Officer shall implement the Foundation's Charitable Purpose and ensure that all legal obligations, secretarial and financial functions are carried out to the Board's satisfaction;

  (ii) The Chief Executive Officer shall be appointed by the Board and is liable to be dismissed or removed by the Board;

  (iii) The Chief Executive Officer shall be appointed either for a fixed term or without any limitation on the term;

  (iv) The Chief Executive Officer shall not have a right or claim to continue in office contrary to the will of the Board.

(f) An Auditor or Auditors who shall be appointed or reappointed by the Board. Members of the Foundation shall be informed at each Annual Meeting.

11. Meetings

There shall be three kinds of meetings for the Foundation: the Annual Meeting, Extraordinary Meetings and Board Meetings.

12. Annual Meeting

(a) The Annual Meeting of the Foundation must be held not later than four calendar months after balance date and no later than 15 months after the previous Annual Meeting, at a place appointed by the Board. At least two weeks' notice will be provided to members.

(b) The Bishop of the Diocese of Auckland (or appointee) shall be Chair.

(c) Ten voting members will be a quorum, and resolutions will require a majority, as decided by a show of hands. All decisions will be minuted.

(d) The matters to be considered at the Annual Meeting are: the Foundation's financial statements and annual reports of the Board and Auditors including all disclosures; and the appointment or reappointment of the Auditor(s).

13. Extraordinary Meeting

(a) An Extraordinary Meeting can be convened when:

  (i) The Board determines; or

  (ii) Following a written request to the President by at least 50% of Life Members. The request must state the purpose, be signed, and be sent to the registered office of the Foundation.

(b) Subject to the President and Board determining that a meeting is required, the meeting must be held no later than three months from the date of the request.

(c) Any Extraordinary Meeting should be convened and run in the same manner as the Annual Meeting.

14. Powers of the Board

(a) The Board shall have all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Foundation to further its purpose.

(b) The Board may delegate any of its powers to a committee of the Board, a Board member or an employee of the Foundation, or any other person.

(c) To the fullest extent permitted by law, the Foundation may indemnify each person who is or has been a Board member or officer against all liabilities, losses, costs, and expenses (including legal costs on a solicitor-client basis, and settlement costs) which arise out of or in consequence of any act or omission in their capacity as a Board member or officer of the Foundation, provided that:

(i) the liability is to a person other than the Foundation itself;
(ii) the liability does not arise from criminal conduct; and
(iii) the liability does not arise from a failure to act in good faith and in what the person believed to be in the best interests of the Foundation.

(d) Without limiting (c) above, if an indemnified person incurs defence costs in relation to any proceeding that is ultimately discontinued, dismissed or results in an acquittal or judgment in their favour, the Foundation must indemnify those defence costs.

(e) The Board may effect and maintain insurance on behalf of an indemnified person (other than criminal liability) and related defence costs and expenses incurred by an indemnified person in connection with any act or omission while acting in their capacity as a Board member, provided that such insurance is permitted by law.

(f) For the avoidance of doubt, nothing in this clauses (c), (d) and (e) shall require the Foundation to indemnify a person in respect of criminal liability, apply to liability arising from deliberate fraud or wilful breach or permit an indemnity where doing so would be contrary to law.

(g) The Foundation shall execute deeds and contracts and enter into commitments and undertakings in such manner as the Board may specify from time to time.

Duties of the Board

(a) The Board must act at all times in good faith and in what they believe is in the best interests of the Foundation, consistent with the Constitution.

(b) They must exercise due care and diligence, and not cause or allow the Foundation to undertake activities likely to cause substantial risk of serious loss.

(c) Board members have a duty to disclose any interest in any matter relating to the Foundation as soon as is practicable, and not take part in any consideration of, or decision on, the matter. A register of all disclosed interests will be maintained.

Board members must make all endeavours to attend and actively participate at Board meetings. Failure to attend more than two Board meetings in a year may result in the Board member's term being reconsidered, subject to an appropriate process.

15. Meetings and Proceedings of the Board

The Board will determine and follow appropriate meeting procedures and protocols, based on good practice and consistent with the ethos and values of the Foundation (known as 'The Selwyn Way'). These will be detailed in the Board Charter and/or other Board policies, which may be subject to change by the Board from time to time at its discretion.

This includes that:

(a) The Board may meet from time to time and as required, including via audio, visual, electronic or other means. A minimum of three days' notice will be given.

(b) Meetings will be chaired by the Chair, or in their absence, the Deputy or a nominee. A quorum is required for all decisions, which will be a simple majority.

(c) No member may vote on any matter in which they have an interest.

(d) Matters will be decided by a majority of votes, with the Chair holding a casting vote.

(e) A resolution via electronic or other means, recording all members' votes, shall count as valid and effectual.

(f) All decisions will be valid irrespective of whether a defect in the appointment of a member or members is later found.

(g) Appropriate minutes will be kept of all Board meetings.

16. Accounts

The Board will ensure that appropriate accounting records of the operations, cashflows and financial position of the Foundation are kept at all times and made available upon request. These shall be annually audited in accordance with relevant legislation and accounting standards, and registered with appropriate bodies within six months of balance date.

17. Reports

Annually, the Foundation will present a report to the Synod of the Diocese of Auckland, consistent with the requirements provided.

18. Amendments to Rules

These Rules may be altered, added to or repealed by a resolution passed by the Foundation at an Annual Meeting or an Extraordinary Meeting, provided however that no amendments would result in the Foundation losing its exclusively charitable status. Furthermore, any amendments to clauses 3, 4, 7, 8, 9, 10, 12, 17 and 18 will require the consent of the Synod of the Diocese of Auckland.

Amendments to the Constitution which would have minor effect only and/or to correct errors or make technical alterations can be made, with formal notification at the next Annual Meeting.

19. Dispute and Complaints Process

The rules of natural justice will apply to the consideration of any dispute or complaint raised. This may include such matters as: allegations relating to misconduct; breach of this Constitution; damage to the rights of a member or members; and/or other conflicts or disagreements.

The person(s) raising the dispute or complaint must do so in writing and with sufficient detail to the Board Chair in the first instance – unless the matter relates to their perceived involvement or actions. In this case, the notification should be provided to the Bishop of the Diocese of Auckland.

Where possible, consensual dispute resolution methods (e.g. mediation, facilitation or tikanga-based practice) will be used.

In the event that the matter cannot be resolved through these methods or there is an appeal or request for a review, the Bishop of the Diocese of Auckland will adjudicate and determine the outcome. In exceptional circumstances only, arbitration under the Arbitration Act 1996 may occur.



The Selwyn Foundation

Constitution