

Constitution of the New Zealand Federation for Deaf Children Incorporated

1. Name

The New Zealand Federation for Deaf Children Incorporated hereafter referred to as the Federation.

2. Definitions

- 2.1. 'Deaf child' means any child with a range of hearing loss from mild to profound and to those with additional needs.
- 2.2. 'Parent' extends to and includes the legal guardian or other person having the care and custody of a deaf child.
- 2.3. 'Act' means the Incorporated Societies Act 1908 and all amendments thereto.

3. Object

- 3.1. The Object for which the Federation is established, and which is to be carried out in New Zealand, includes, but not by way of limitation:
- 3.2. To take all the steps as may be desirable to promote, carry out and
- 3.3. co-ordinate measures conducive to the welfare of deaf and hearing impaired children and their families.

4. Membership

- 4.1. Members of the Federation shall be incorporated societies under the Act whose objects or functions fall within the objects of the Federation. Application for membership must be made in writing to the Secretary and shall be submitted to the Executive Committee, which may accept, decline or defer the application for further consideration.
- 4.2. A member may resign from the Federation at any time by written notice to the Secretary.
- 4.3. The Executive Committee may suspend the voting rights of any member that has not paid the subscription for the preceding financial year.
- 4.4. A member may be expelled by a two-thirds majority vote of any General Meeting if the annual subscription of that member is in arrears for a period of two years or if there is reason to believe that the member has been guilty of, or party to, conduct contrary to this constitution, or inimical to the objects or interests of the Federation.
- 4.5. The expulsion or resignation of a member shall not be a release from any antecedent liability of the Federation.

- 4.6. A register of members shall be kept by the Secretary and shall be open to the inspection of members.
- 4.7. Any person or body may be appointed or removed as an Associate member by a majority vote of the Executive committee. Associate members may attend any General Meeting of the Federation but shall not have voting rights. Speaking and other rights of Associate members shall be at the discretion of the Chair.

5. Annual General Meeting

- 5.1. The Annual General Meeting shall be held at a time specified by the preceding Annual General Meeting or, if not then, by the Executive, being not more than 15 months following the preceding Annual General Meeting. The time, date and place of the meeting shall be advised to all members at least 60 days prior to the date of the meetings.
- 5.2. The business of the Annual General meeting shall include:
 - A President's Annual Report;
 - A Financial Annual Report and the Auditor's Report;
 - An election of the Executive committee, which shall include a President, Vice-President, Treasurer and four Committee members;
 - A secretary will also be elected or, by decision of the Annual General Meeting, provision may be made for the appointment by the Executive;
 - The appointment of a Patron, Honorary Auditor, Honorary Solicitor and any Honorary Vice Presidents;
 - Consideration of any matter submitted by any member of the Federation, written notice of which shall have given to the Secretary not less than 28 days prior to the date of meeting;
 - Consideration of any recommendation of the Executive Committee; and
 - Other business that may be properly transacted at a General Meeting.
- 5.3. All persons who are elected to the Executive must be members of a member society.
- 5.4. With the exception of current members of the Executive who need only give notice to the Secretary of their availability for re-election, a member must nominate a candidate for election to the Executive in writing. Nominations must be in the hands of the Secretary not less 28 days prior to the Annual General Meeting, Nominations must be signed by the authorised agent by the candidate, signifying acceptance of their nomination.
- 5.5. The Honorary Solicitor, Honorary Accountant, Honorary Vice Presidents and Secretary (if appointed) shall be members of the executive Committee, but will not have voting rights.
- 5.6. The President shall take the Chair at all meetings and, if absent or unwilling to act, the Vice-President shall take the Chair. If the Vice President is absent or unwilling to act, then the delegates present shall elect one of their numbers to chair the meeting.

- 5.7. Notice of any resolutions, recommendations and nominations for election to be considered at any meeting will be posted to all members not less than 21 days prior to the meeting. The fact that the member did not receive due notice shall not be a reason for the meeting or for any resolution passed to be held invalid.
- 5.8. Each member will be entitled to appoint one delegate to represent it at any General Meeting and to vote on its behalf.
- 5.9. Each delegate shall be entitled to one vote and to such proxy votes as they may hold in accordance with this Constitution.
- 5.10. Any member unable to be represented at any meeting shall have the power to vote by proxy. The instrument appointing a proxy shall be produced at the meeting to the Chair or Secretary before the proxy is exercised. A proxy can be any person who is a member of any member society.
- 5.11. Except as otherwise provided in this Constitution, all resolutions at any meeting of the Federation will be carried by a majority vote of the delegates present or represented by proxy notice.
- 5.12. In the event of an equality of votes on any resolution, the Chair shall exercise a casting vote so as to preserve the status quo.
- 5.13. A quorum shall consist of two thirds of delegates eligible to vote, either in person or represented by proxy.
- 5.14. If a quorum is not present within two hours of the appointed time of the meeting, the meeting is to be adjourned to a date determined by the President not less than 30 days and not more than 60 days from the date of the adjourned meeting. If a quorum is not then present, then the business will be conducted as if it is.
- 5.15. Any person who is a member of any member society and any person invited by the Executive Committee may attend any General meeting and may speak at the Chair's discretion, which shall not be unreasonably withheld.

6. Special Meetings

The President must, within 14 days of the receipt of a written requisition signed by three members, called a Special General Meeting to be held within 45 days of such receipt. The notification and the subject matter to be discussed at this meeting must be posted to all members not less than 21 days before the date of the meeting.

7. Executive Committee

- 7.1. The Federation shall be governed by the Executive Committee, which shall manage the affairs of the Federation in accordance with the provisions of this Constitution.
- 7.2. Executive Committee shall hold at least three general meetings a year at a location agreed by the majority of the Executive Committee.

- 7.3. The Committee shall have the power to co-opt up to three further Committee members. Conditions and term of membership of co-opted members shall be at the discretion of the Committee, as specified at the time of co-option, or from time to time.
- 7.4. The President may exercise a deliberative vote only before the result of the vote is known. In the events of an equal number of votes on any resolution, the President shall exercise a casting vote.
- 7.5. The Committee may appoint sub-committees with such powers and authority as specified by the Committee. The President shall be an ex officio member of all sub-committees and membership of the sub-committees need not be confined to members of the Executive committee.
- 7.6. A member of the Executive Committee may resign at any time giving written notice to the Secretary.
- 7.7. The Executive may choose to, at their discretion, fill any casual vacancy by appointment and, unless determined otherwise by the Executive at the time of appointment, the tenure of the person so appointed will be until the next Annual General Meeting.
- 7.8. A member of the Executive may be required to resign from the Committee on the grounds of gross misconduct, by a resolution passed by a two-thirds majority of the Committee.
- 7.9. The quorum of an Executive Committee meeting shall be a majority of the total of members of that Committee, whether elected or co-opted.
- 7.10. The Secretary may convene a Special Meeting of the Executive Committee at any time on the direction of the Chair or at the request of any three members of the Executive Committee.
- 7.11. In the event of a quorum not being available, the continuing members may act, but only for the purpose of co-opting or appointing to bring their numbers up to not less than a quorum or calling a General Meeting.
- 7.12. Any member of the Executive Committee absent for two consecutive General or Committee meetings without Leave of Absence shall automatically be deemed to have resigned. Acceptance of an apology shall be deemed grant of such leave.
- 7.13. A resolution in writing, signed by all members of the Committee, shall be as valid as if it had been passed at a Committee meeting. Such resolution may consist of several documents in like form.

8. Powers of the Executive Committee

- 8.1. Subject to the direction of any General Meeting, the Executive Committee May exercise any, or all, of the powers, functions and discretions vested in the Federation. These may include:-
 - To appoint or dismiss employees;
 - To advise and assist in the setting up of new societies;

- To conduct the correspondence and generally control the operations of the Federation;
- To establish liaison with bodies and organisations within New Zealand and abroad;
- To represent the Federation in negotiations with Government and other official bodies;
- To receive and allocate any monies coming to the Federation subject to any conditions contained in this Constitution;
- To borrow and raise money; and
- To make bylaws for the control of the Federation's affairs

9. Common Seal

The Federation shall adopt a common seal and this shall be kept under the control of the Secretary. The Common Seal shall be affixed to any document on the authority of the Executive Committee, in the presence of two members of the Executive who shall affix their signatures and shall be countersigned by the Secretary.

10. Registered Office

The registered office of the Federation shall be at such place as the Executive Committee shall determine and due notice of any change of office shall be given to members and to the Registrar of Incorporated Societies.

11. Funds and Properties

Funds shall be derived by subscriptions, donations, grants, investments or any other lawful means. Any funds or property of the Federation shall be vested in the Federation and shall be administered by the Executive Committee in accordance with this Constitution.

12. Subscriptions and Levies

Members shall pay an annual subscription or levies to the Federation as determined by the Annual General Meeting.

13. Finance and Accounts

- 13.1. The income and assets of the Federation shall be applied exclusively to the promotion of its objects and no portion thereof shall be paid to the members, except way of bona fida remuneration for services actually rendered to the Federation (including any Honoraria) or by way of reimbursement for authorised expenses incurred on its behalf.
- 13.2. All monies received shall be paid to the credit of the Federation.
- 13.3. All cheques or other negotiable instruments shall be signed by two members of the Executive who have been previously approved as signatories by the Executive.
- 13.4. The financial year of the Federation shall end on December 31.
- 13.5. A qualified accountant appointed by the Annual General Meeting will audit the accounts of the Federation annually and the audited accounts will be presented at the following Annual General Meeting.

- 13.6. Legacies or any other contributions of money or any other form of property may be made to the Federation generally, or for the purpose of any specific object of the Federation.

14. Investments

Any funds of the Federation, which are not immediately required to be used, may be invested by the Executive in such manner as the Executive may determine from time to time and in any of the modes authorised for investment of Trust funds. The Executive shall have full power to borrow money either by way of bank overdraft or otherwise with or without security.

15. Property

The Executive Committee shall have full power to acquire or dispose of any real and personal property on such terms as the Executive shall think fit.

16. Dissolution

- 16.1. A two-thirds majority of any General meeting may decide to dissolve the Federation and this may be done in any ways provided in the Act.
- 16.2. In the event of dissolution of the Federation, the Executive shall call a Special General Meeting for the purpose of determining the distribution of the surplus assets and monies of the Federation. Any distribution must be made according to the charitable objects of the Federation.

17. General

- 17.1. The Secretary shall cause Minutes of all meetings to be duly recorded and be responsible for the storage of all such records.
- 17.2. The Minutes shall record all those present at any meetings and all the resolutions passed at any meeting.
- 17.3. The Minutes of all meeting shall be presented at the following meeting of the same type, and if adopted as a true and correct record by that meeting, be signed as such by the Chair. This shall then constitute conclusive evidence of the matters conducted by that meeting.
- 17.4. Confirmed Minutes of all meetings shall be open to inspection by any member and are to be circulated to all members within 21 days of confirmation.
- 17.5. Subject to any bylaws or where the Executive has determined otherwise, the Standing Orders as set out in the latest edition of Guide for Meetings and Organisations by N.E. Renton, are to be used as the standing orders of any Federation Meeting. A copy of the latest edition will be available at meetings.
- 17.6. Executive Committee members shall be indemnified by the Federation for all liabilities incurred by them in the bona fida execution of their duties under this Constitution.
- 17.7. No public statements on behalf of, or in the name of, the Federation shall be made except by the President or by a person authorised in that respect by the President or the Executive Committee.

17.8. This Constitution may only be altered by a two-thirds majority decision at an Annual General Meeting or a Special General Meeting called for that purpose and must be subject to the provisions of Act, but no such alteration shall be made which detracts from the charitable nature of the Federation. Written notice of proposed changes to the Constitution must be posted to members not less than 21 days prior to the date of the meeting considering the changes.

Rule Amendment 17.5 – Authorised 29th June 2008

Rule Amendment 16.2 – Authorised 14th February 2009

Rule Amendment 5.13 – Authorised 20th June 2010

Signed for and on behalf of the NZ Federation for Deaf Children Inc

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Mrs J Sosich	Mr Alan Bensley	Mrs J L Patterson
President	Secretary	Treasurer

Date: 22nd June 2010