

**Constitution of
DEAF CHILDREN
NEW ZEALAND
Incorporated**

Date 29 July 2018

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RULES OF DEAF CHILDREN NZ INCORPORATED

1. Interpretation

1.1 Definitions

In this Constitution, unless the context otherwise requires:

Affiliate Member means an individual or institution admitted to membership under clause 5.1(c);

Associate Member means an individual admitted to membership under clause 5.1(b);

Bi-annual Members' Meeting means the meeting of Full Members that must be called by the Executive Committee in accordance with this Constitution prior to 31 December of every second calendar year, in accordance with clause 7.1;

President means the person elected to that role of President in accordance with clause 7.9;

Executive Committee Member means each person appointed to the Executive Executive Committee, being an elected Executive Committee Member or a co-opted Executive Committee Member who has not ceased to hold office for any of the reasons set out in clause 9.3;

Contact Officer means the person appointed as Secretary by the Executive Committee in accordance with clause 16.1;

Deaf means, in relation to a child, any child (from birth to age 18 years):

- (a) with any range of hearing loss from mild to profound, including children with additional needs; or
- (b) whose parent(s), or the child themselves, chooses this definition to describe either a medical condition or cultural identity in relation to the child;

Default Interest means the rate of the published overdraft rate at the Westpac New Zealand Ltd or such other bank as the Executive Committee may appoint from time to time plus 2 per cent per annum;

Executive Committee means Executive Committee Members who number not less than the required quorum, as set out in clause 11.1, acting together as the Executive Committee;

Full Member means a Regional Parent Group admitted to membership under clause 5.1(a);

General Resolution means a resolution of the Executive Committee that requires the affirmative votes of at least a bare majority of Executive Executive Committee Members (50%) eligible to vote to be passed;

Hard of Hearing means, in relation to a child, any child (from birth to age 18 years):

- (a) with any range of hearing loss from mild to profound including children with additional needs; or
- (b) whose parent(s), or the child themselves, chooses this definition to describe either a medical condition or cultural identity in relation to the child;

Incorporated Societies Act means the Incorporated Societies Act 1908, as amended from time to time;

Member means each person or incorporated society who is admitted as a member of the Society by the Executive Executive Committee pursuant to clause 5.1;

Members' Meeting means an Bi-annual Members' Meeting or a Special Members' Meeting;

Members' Register means the register of Members maintained by the Society in accordance with clause 17;

Parent means a parent, parents, legal guardian or other person having the care and custody of a Deaf child.

Regional Parent Group means an incorporated society who whose objectives or functions fall within the purposes of the Society as specified in 3.1;

Representative has the meaning set out in clause 7.7;

Society means Deaf Children New Zealand Incorporated;

Special Members' Meeting means a meeting of Members (other than the Bi-annual Members' Meeting) called by the Executive Executive Committee at any time or following written request by six (6) or more Members, in accordance with clause 7.2;

Special Resolution means a resolution of the Executive Executive Committee that requires the affirmative votes of at least three-quarters (75%) of Executive Executive Committee Members eligible to vote to be passed; and

Subscription Fee means the amount as determined at the Bi-annual Member's Meeting that must be paid by Full Members as a condition of membership of the Society.

2. Name and commencement

2.1 Name

The name of the incorporated society is "Deaf Children New Zealand" Incorporated (the **Society**).

2.2 Constitution

This Constitution sets out the rules governing the Society and is binding on each Member.

2.3 Commencement

This Constitution will take effect as the constitution of the Society from 29 July 2018 (the **Commencement Date**).

3. Purposes and powers of the Society

3.1 Purposes of the Society

- (a) The purposes of the Society are:
 - (i) To advance education by providing information and learning opportunities to parents and caregivers of children who are Deaf or Hard of Hearing ('the community');
 - (ii) To benefit the community by promoting, carrying out and co-ordinating measures improving the welfare of children who are Deaf or Hard of Hearing and their families, in society, health and education.
- (b) the Society is also:
 - (i) to do all such other things as may be incidental or conducive to the attainment of all or any of the above purposes.

3.2 Powers of the Society

The Society has all of the powers of a natural person necessary for, or ancillary or incidental to, fulfilling each purpose of the Society to the maximum extent permitted by law, including the power to borrow money.

4. Location of the Society

The registered office of the Society will be located at such place within New Zealand as determined by the Executive Executive Committee from time to time.

5. Membership

5.1 Members

- (a) Any Regional Parent Group may apply to the Executive Executive Committee to be a Full Member of the Society;
- (b) Any individual who is :
 - (i) a child aged from birth to 18 years of age, who is Deaf or Hard of Hearing; or
 - (ii) the parent(s) or legal guardian(s) of a child aged from birth to 18 years of age, who is Deaf or Hard of Hearing, who registers the child, or children, described in (i) above with the Society and who may also be a member of a Regional Parent Group; and
 - (iii) may apply to the Executive Executive Committee to be an Associate Member.
- (c) Any:
 - (i) adult supporter (aged over 18 years of age) who is not a parent of a child who is Deaf or Hard of Hearing (for example an extended family member, teacher aide, Child of Deaf Adult (CODA) or a Sibling of Deaf Adult (SODA) and who is not a member of a Regional Parent Group; or

- (ii) Government agency, a charitable group, a professional organisation, or another type of institution;

with a vested interest in the welfare and wellbeing of Deaf or Hard of Hearing children, their parents, family and/or whānau, may apply to the Executive Executive Committee to be an Affiliate Member.

- (d) Upon receiving an application in the form prescribed by the Executive Executive Committee from a Regional Parent Group who meets the criteria for membership specified in (a) above, the Executive Executive Committee will decide at the next meeting of the Executive Executive Committee whether to accept the Regional Parent Group as a Full Member and advise the Regional Parent Group of its decision.
- (e) If accepted as a Full Member in accordance with (d) above, the Contact Officer will, following payment the Subscription Fee, enter their name in the Members' Register (at which time the Regional Parent Group will become a Full Member).
- (f) Upon receiving an registration in a form prescribed by the Executive Executive Committee from an individual who meets the criteria for membership specified in (b) above, the Secretary or a nominated Executive Executive Committee Member will automatically register the child or children and/or their parent(s) (as applicable) by entering their name in the Members' Register (at which time they will become an Associate Member).
- (g) Upon receiving an registration in a form prescribed by the Executive Executive Committee from an individual, Government agency, charitable group, professional organisation, or another type of institution who meets the criteria for membership specified in (c) above, the Secretary or a nominated Executive Executive Committee Member will automatically register the individual, Government agency, charitable group, professional organisation, or another type of institution by entering their name in the Members' Register (at which time they will become an Affiliate Member).

5.2 No ownership interest in the Society

For the avoidance of doubt, Members will have no ownership interest in the Society or its assets and cannot receive any share in any profits that the Society may make.

5.3 Membership privileges

Each Member of the Society will have the following rights and privileges:

- (a) a Full Member will have full membership rights including rights to nominate and rights to vote for Members onto the Executive Executive Committee at the time of the Bi-annual Members' Meeting. The Executive Executive Committee may suspend the voting rights of any Full Member that has not paid the Subscription Fee for the preceding financial year;
- (b) an Associate Member will be entitled to attend Members' Meetings and is eligible to be co-opted on to the Executive Executive Committee but does not have rights to vote at Members' Meetings, or to nominate or to vote for Members onto the Executive Executive Committee at the time of the Bi-annual Members' Meeting; and
- (c) an Affiliate Member's rights are limited to attendance at Members' Meetings;

5.4 Membership obligations

All Members shall promote the interests and the purposes of the Society and shall do nothing to bring the Society into disrepute.

Full Members shall pay an annual Subscription Fee to the Society.

5.5 Grievances

- (a) A **Member** may complain to the Executive Executive Committee in writing if:
- (i) there has been an unjustified interference with any rights or privileges granted to that Member under this Constitution; and/or
 - (ii) the Member has concerns regarding the misconduct or discipline of other Members,
- (in either case, a **grievance**).
- (b) A grievance of the kind described in paragraph (a)(i) above, may relate to the conduct of a Member, a Executive Executive Committee Member or the Society.
- (c) The process followed by the Executive Executive Committee must at all times adhere to the principles of natural justice. As necessary, the Executive Committee must provide the persons concerned with an adequate opportunity to be heard, either in writing or at an oral hearing, and must consider the information provided by such persons before deciding what actions (if any) the Executive Committee will take to remedy the grievance.
- (d) To the extent applicable, the Executive Committee will avoid bias in accordance with clause 6.3(c) and conflicts generally in accordance with clause 13.
- (e) If, in accordance with the investigations conducted by the Executive Committee under (c) above, it becomes apparent that any Member has failed to satisfy the criteria of membership in accordance with clause 6.1, the Executive Committee must follow clauses 6.2 and 6.3.
- (f) If, in accordance with the investigations conducted by the Executive Committee under (e) above, it becomes apparent that any Executive Committee Member should to be removed from his or her position in accordance with clause 9.3(b), the Executive Committee may remove that Executive Committee Member accordingly.
- (g) The Executive Committee may, in its sole discretion, elect not to consider or continue consideration of any grievance if it is satisfied that:
- (i) the matter is trivial or does not appear to disclose material misconduct or material damage to the interests of any Member;
 - (ii) the grievance appears to be without foundation or there is no apparent evidence to support it;
 - (iii) the complainant or Member alleging the grievance has an insignificant interest in the matter; or
 - (iv) the conduct, incident, event or issue has already been investigated and dealt with by or on behalf of the Society.

6. Cessation of membership

6.1 Conditions of membership

The rights of each Member under this Constitution are subject to, and contingent upon, the Member continuing to satisfy the criteria listed in clause **Error! Reference source not found.**, 5.1(b) or 5.1(c) (as applicable).

6.2 Failure to satisfy conditions of membership

Subject to clause 6.3, if, in the sole discretion of the Executive Committee, a Member ceases to satisfy the conditions of membership in clause 6.1 above, or is convicted of a criminal offence (including any offence involving dishonesty), the Executive Committee may (as appropriate):

- (a) censure the Member;
- (b) terminate the Member's membership, in which event the Member will be removed from the Members' Register and cease to be a Member.

6.3 Process to be followed by Executive Committee in accordance with natural justice

- (a) Prior to exercising the powers of censure, suspension or termination under clause 6.2, the Executive Committee must provide the Full Member concerned with the following:
 - (i) an explanation of the alleged grounds on which the Executive Committee is considering censuring, suspending or terminating the membership of that Full Member;
 - (ii) at least five (5) business days' notice of the meeting of the Executive Committee at which the Executive Committee will consider the allegations referred to in (i) above; and
 - (iii) an opportunity to attend that meeting and offer a reply to the allegations (in person or in writing),

and the Executive Committee must, acting in accordance with the principles of natural justice, consider any reply before determining whether to exercise its powers under clause 6.2.

- (b) In the event of the Full Member referred to in (a) above failing to attend or reply to the allegations, the matter may be considered and determined by the Executive Committee in that Full Member's absence.
- (c) The Executive Committee must take all reasonable steps to avoid bias affecting any Executive Committee Member involved in the decision making. If two (2) or more Executive Committee Members consider that there are reasonable grounds (taking into account all of the circumstances) to infer that one of their fellow Executive Committee Members (the **Conflicted Executive Committee Member**) may not approach a particular matter being considered impartially or without a pre-determined view, the Conflicted Executive Committee Member may not decide or participate as a decision-maker in respect of the relevant matter.

6.4 Voluntary cessation

- (a) A Full Member may voluntarily relinquish their membership of the Society by notifying the Society in writing that they wish to cease to be a Full Member.
- (b) An Associate Member may voluntarily relinquish their membership of the Society by notifying the Society in writing that they wish to cease to be an Associate Member.
- (c) An Affiliate Member may voluntarily relinquish their membership of the Society by notifying the Society in writing that they wish to cease to be an Affiliate Member.
- (d) Following receipt of a notice under (a) (b), or (c) above, the relevant Member's membership will be deemed to have been terminated immediately.

6.5 Consequences of termination of membership

Any entity or person whose membership has been terminated in accordance with this clause 6 may apply in writing to the Executive Committee to reinstate their membership.

7. Members' Meetings

7.1 Bi-annual Members' Meeting

- (a) An Bi-annual Members' Meeting of the Society must be held every second calendar year. The Bi-annual Members' Meeting may be held at any time at such time and place as the Executive Committee determines, provided that the Bi-annual Members' Meeting must occur
 - within 26 months of the previous Bi-annual Members' Meeting.
- (b) The business of the Bi-annual Members' Meeting shall be:
 - (i) to adopt the minutes of the previous Bi-annual Members' Meeting and any recent Special Members' Meeting;
 - (ii) to receive, and consider the annual reports of the Society, including the annual financial statements of the Society, for the previous two years;
 - (iii) to receive and consider a notice of any disclosures made in accordance with clause 13 since the previous Bi-annual Members' Meeting, including a brief summary of the types of matters to which the disclosures relate;
 - (iv) to elect the Executive Committee Members;
 - (v) to consider and, if thought fit, pass any remits (proposed in accordance with clause 7.4(a)) or motions for resolution; and
 - (vi) to consider such other general business as the meeting resolves to consider.

7.2 Special Members' Meetings

- (a) Each Members' Meeting other than a Bi-annual Members' Meeting is a Special Members' Meeting.

- (b) A Special Members' Meeting may be called by General Resolution of the Executive Committee at any time and must be called following written request to the Executive Committee by four (4) or more Full Members.
- (c) A Special Members' Meeting may only consider the matters set out in the notice of the meeting.

7.3 Notice of date, time and place

The date, time and place for the Bi-annual Members' Meeting or Special Members' Meeting must be notified to each Member not less than two (2) months before the date of that meeting (except in relation to a Special Members' Meeting if in the view of the Executive Committee such notice period is not practicable).

7.4 Remits

- (a) Any Full Member may propose a remit for consideration at any Members' Meeting by written notice to the Contact Officer not less than 21 days before the date of that meeting or, in the event that less than one (1) month's notice of the meeting has been given, by such date as shall be specified in the notice of that meeting.
- (b) The Contact Officer is to include any remits in the notice of the Members' Meeting provided to Members in accordance with clause 7.5.

7.5 Notice of business to be transacted

- (a) In addition to the requirement stated in clause 7.3, a notice of a Members' Meeting including the information specified in (b) below is to be sent to Members not less than 21 days before the date of that meeting or as soon as is reasonably practicable in the event that less than one (1) month's notice of the meeting has been given.
- (b) The notice of meeting must state:
 - (i) the nature of the business to be transacted at the meeting in sufficient detail to enable a Full Member to form a reasoned judgment in relation to it;
 - (ii) the text of any resolution or remit to be submitted to the meeting;
 - (iii) the time, place and date of the meeting; and
 - (iv) in the case of an Bi-annual Members' Meeting, a report of the activities of the Executive Committee conducted since the previous Bi-annual Members' Meeting.

7.6 Irregularity in notice

An irregularity in a notice of a Members' Meeting is to be waived if all the Full Members entitled to attend and vote at, and who attend, the meeting attend that meeting without protest as to the irregularity, or if all such Full Members in attendance at that meeting agree to the waiver.

7.7 Representatives

Each Full Member may nominate a representative to vote at Members' Meetings on its behalf (**Representative**). The name and contact details of the Representative must be notified to the Executive Committee in writing. The Executive Committee may (in its sole

discretion) require a Full Member to remove and replace its representative at any time by notice in writing.

7.8 Quorum for Members' Meetings

- (a) No business may be carried out at a Members' Meeting unless a quorum is present.
- (b) Representatives of five (5) Full Members present and entitled to vote at the meeting will constitute a quorum.
- (c) If a quorum is not present:
 - (i) at an Bi-annual Members' Meeting, the meeting shall stand adjourned to the same time and place on the same day in the following week and the Members present at the adjourned meeting may transact any business but only if there is quorum; and
 - (ii) at a Special Members' Meeting, the Special Members' Meeting shall lapse.

7.9 President of Members' Meetings

The chair of a Members' Meeting must be the President of the Executive Committee. In the event of the President being unavailable or unwilling to chair the Members' Meeting, the Executive Committee must appoint one of its number to chair the meeting in the President's absence.

7.10 Methods of holding Members' Meetings

- (a) A Members' Meeting may be held by:
 - (i) a number of Representatives of Full Members, who constitute a quorum, being assembled together in person at the place, date, and time appointed for the meeting;
 - (ii) if determined by the Executive Committee, assembled by means of audio, or audio and visual, communication provided that all Members participating and constituting a quorum can simultaneously hear each other throughout the meeting and confirm their attendance at the start of the meeting in a manner satisfactory to the chair of the meeting; or
 - (iii) by such other electronic means as determined by the Executive Committee, so long as all Representatives of Full Members participating and constituting a quorum can participate in the meeting equally and without unreasonable cost or effort.
- (b) For the avoidance of doubt, any Representative of a Full Member participating in a Members' Meeting by means of audio, audio and visual, or other electronic communication (as determined by the Executive Committee) will be counted as part of the quorum for that meeting and will be considered to be "personally present" for the purpose of clause 7.8(b).

7.11 Attendees

- (a) The following persons will be entitled to attend Members' Meetings:
 - (i) Executive Committee Members;
 - (ii) Full Members;
 - (iii) Associate Members;
 - (iv) Affiliate Members;
 - (v) the Contact Officer;
 - (vi) as an observer, any person employed by the Society; and
 - (vii) as an observer, any person invited to attend by the Executive Committee.
- (b) For the avoidance of doubt, Associate Members and Affiliate Members will have the right to speak to any matter or resolution being considered at a Members' Meeting but will have no right to vote at Members' Meetings.

7.12 Voting

- (a) Each Full Member will be entitled to one vote (cast via its Representative) for each resolution voted on at a Members' Meeting.
- (b) Voting at a Members' Meeting will be conducted as follows:
 - (i) a resolution put to the vote will be decided upon a show of hands of the Full Members unless (before or on the declaration of the result of the show of hands) a poll is demanded by the chair of that Members' Meeting; or
 - (ii) if a poll is demanded, it will be taken in such a manner as the chair of that Members' Meeting directs. On a poll or ballot each Full Member will have one vote.

7.13 Resolutions

- (a) Unless otherwise provided in this Constitution, any resolution passed by a bare majority of Full Members present and voting at a Members' Meeting will be duly made.
- (b) Notwithstanding (a) above, any resolution relating to the following matters must be passed by not less than 75% of Full Members whose Representatives are present and voting at a Members' Meeting in order to be duly made:
 - (i) an alteration, adoption or revocation of this Constitution; or
 - (ii) the dissolution of the Society in accordance with clause 22.
- (c) Any resolution passed in accordance with this clause will be binding on all Members whether present or not at the meeting.

7.14 **Minutes to be kept**

Minutes must be kept of all proceedings at each Members' Meeting. Minutes of a meeting which have been signed as correct by the President (or by the person acting as President for that meeting) are conclusive evidence of the proceedings at that meeting.

7.15 **Meeting report**

Following each Members' Meeting, the Executive Committee will send a report of the proceedings, including the minutes of the meeting, to all Full Members. Minutes of all meetings will be made available to all Members via the Society's website.

8. **Management of the Society**

Management of the Society will be vested in a Executive Committee comprising between six (6) and eight (8) Members at all times.

9. **Appointment of Executive Committee Members to Executive Committee**

9.1 **Election of Executive Committee Members**

- (a) Election of between six (6) and eight (8) Executive Committee Members will take place at the Bi-annual Members' Meeting (held every second calendar year).
- (b) Each Full Member will be eligible to vote in the election and its Representative may cast (1) vote on its behalf.
- (c) The election will be co-ordinated by an agent of the Society appointed by the Executive Committee (the **Election Co-ordinator**). For the avoidance of doubt, the Executive Committee may appoint the President, the Contact Officer or any other person as the Election Co-ordinator.
- (d) The Election Co-ordinator must, not later than two (2) months prior to the Bi-annual Members' Meeting, call for nominations for candidates to be appointed as Executive Committee Members. The notice must also specify a closing date by which nominations must be received, and the name and email address of the person to whom the nominations must be provided.
- (e) Each Full Member may nominate no more than one (1) candidate for the position of Executive Committee Member. Subject to clause 9.4, any member of a Full Member may be nominated as a candidate in accordance with this Constitution. For the avoidance of doubt, each candidate must be a member of a Full Member.
- (f) Each nomination must be received by the Election Co-ordinator no later than one (1) month prior to the Bi-annual Members' Meeting. Each nomination must be accompanied by an application form (as prescribed by the Election Co-ordinator, which is to include a declaration that the person nominated is not ineligible under clause 9.4 to hold office as a Executive Committee Member) completed and signed by the nominee and the candidate. For the avoidance of doubt, a scanned copy of the completed and signed application form emailed to the Election Co-ordinator will be accepted.
- (g) Notice of every eligible nomination received by the Election Co-ordinator by the closing date for nominations (together with the application completed by each nominee) shall be given by the Election Co-ordinator to all persons entitled to vote.

- (h) In situations where less than six (6) eligible nominations are received:
 - (i) any eligible candidates nominated for the position shall be announced and declared to have been elected as Executive Committee Members at the applicable Bi-annual Members' Meeting; and
 - (ii) the Executive Committee must appoint (by General Resolution of the Executive Committee) such additional Executive Committee Members as are necessary to bring the total number of Executive Committee Members up to eight (8) Executive Committee Members, provided that Executive Committee Members appointed under this clause 9.1(h)(ii) must be a member of a Full Member or an Associate Member and must not be ineligible for election as a Executive Committee Member under clause 9.4.
- (i) In situations where the number of eligible nominations received for the position of Executive Committee Member is equal to eight (8) then the eligible nominees shall be announced and declared to have been elected to that position at the applicable Bi-annual Members' Meeting.
- (j) In situations where more than eight (8) eligible nominations are received for the position of Executive Committee Member, the Election Co-ordinator will provide notice to Members at least 14 days prior to the Bi-annual Members' Meeting notifying Members' of the list of eligible nominees. An election will be held at the Bi-annual Members' Meeting in accordance with the following process:
 - (i) the Election Co-ordinator will provide the Representative of each Full Member with a voting paper listing the names of each eligible nominated candidate;
 - (ii) the Representative of each Full Member must, on receipt of a voting paper provided by the Election Co-ordinator, circle the name of the candidate for whom he or she wishes to vote and return the voting paper to the Election Co-ordinator;
 - (iii) the Election Co-ordinator may (in his or her sole discretion) declare invalid any vote that fails to comply with (ii) above;
 - (iv) at the conclusion of the voting, the Election Co-ordinator will count the number of valid votes cast in favour of each candidate and, unless the circumstances in (v) below applies, determine the eight (8) highest polling candidates to be elected as the Executive Committee Members;
 - (v) in the event of a tie (being an equal number of votes) for the position of an Executive Committee Member, the tie shall be resolved as soon as possible by the drawing of lots. "Drawing of lots" refers to resolution of a tie by a method of chance that is random, and does not prejudice any candidate (such as a coin toss, a drawing of names or a drawing of straws). The drawing of lots will be carried out by the Election Co-ordinator in the manner the Election Co-ordinator deems appropriate; and
 - (vi) the Election Co-ordinator will then announce the result of the election at the Bi-annual Members' Meeting and declare each elected candidate a Executive Committee Member. The Election Co-ordinator must retain the voting papers for three (3) months at which time they must be destroyed.
- (k) Subject to the occurrence of any factor listed in clause 9.3(a), each Executive Committee Member will hold office from the conclusion of the Bi-annual Members' meeting at which they are declared a Executive Committee Member until the conclusion of the next occurring Bi-annual Members' Meeting.

- (l) Each Executive Committee Member whose term is due to expire under (k) above may stand for re-appointment.

9.2 President

- (a) The Executive Committee must, as soon as possible after each election held in accordance with clause 9.1, convene a meeting of the Executive Committee to elect one of the Executive Committee Members as the President.
- (b) The President must be appointed by Special Resolution of the Executive Committee.
- (c) The President appointed under this clause will hold office until the next occurring Bi-annual Members' Meeting. For the avoidance of doubt, if the President resigns or is removed, the Executive Committee must, at the next meeting of the Executive Committee, elect a new President.
- (d) Each President who retires, resigns or is removed may be re-appointed.

9.3 Extraordinary vacancy

- (a) In the event of an extraordinary vacancy caused by:
 - (i) death;
 - (ii) resignation by notice in writing to the Executive Committee;
 - (iii) removal by the Executive Committee under (b) below;
 - (iv) any ineligibility of the Executive Committee Member to undertake his or her role;
or
 - (v) any other incapacity,of any Executive Committee Member, the Executive Committee will follow the procedure set out in **Error! Reference source not found.**
- (b) The Executive Committee may remove a Executive Committee Member from office in the event that Executive Committee Member is, in the Executive Committee's sole opinion:
 - (i) ineligible to hold his or her position in accordance with clause 9.4;
 - (ii) breaching his or her duties under this Constitution or otherwise;
 - (iii) acting in a manner that is or is likely to bring the Society into disrepute;
 - (iv) absent without leave of the Executive Committee from more than three (3) successive meetings of the Executive Committee;
 - (v) not acting in good faith and what the Executive Committee Member believes to be in the best interests of the Society;
 - (vi) exercising his or her powers for an improper purpose; or
 - (vii) acting, or agreeing to the Society acting, in a manner that contravenes this Constitution.

- (c) Where an Extraordinary vacancy occurs in respect of a committee member, the Executive Committee must appoint (by General Resolution of the Executive Committee) such additional Executive Committee Members as are necessary to bring the total number of Executive Committee Members up to six (6) Executive Committee Members, provided that Executive Committee Members appointed under this clause 9.3(c) must be a member of a Full Member or an Associate Member and must not be ineligible for election as a Executive Committee Member under clause 9.4..
- (d) Any person appointed in accordance with paragraphs **Error! Reference source not found.** or (c) above will hold office as a Executive Committee Member for the remainder of the term of the Executive Committee Member who caused such extraordinary vacancy and may, at the expiry of that term, stand for re-appointment.

9.4 Ineligibility for election as a Executive Committee Member

Notwithstanding any other provision of this Constitution, the following persons are ineligible to be appointed as a Executive Committee Member. A person who:

- (a) is under 18 years of age;
- (b) is an undischarged bankrupt;
- (c) is prohibited from being a Executive Committee Member or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;
- (d) is disqualified from being an officer of a charitable entity under section 31(4)(b) of the Charities Act 2005;
- (e) has been convicted (whether before or after the commencement of this Constitution) of any of the following crimes, or of being a party to any such crime:
 - (i) crimes involving dishonesty, fraud, forgery, bribery, corruption or an indictable offence;
 - (ii) participation in an organised criminal group under section 98A of the Crimes Act 1961; or
 - (iii) a criminal offence, if the person is not eligible under the Criminal Records (Clean Slate) Act 2004;
- (f) is otherwise disqualified or ineligible to be appointed as an officer of the Society under the Incorporated Societies Act 1908 or any successor Act.

10. Powers and duties of Executive Committee

10.1 Management of the Society

The business and affairs of the Society, including the control and investment of funds of the Society and the borrowing of money by the Society, is to be managed by, or under the direction or supervision of, the Executive Committee.

10.2 Exercise of powers by Executive Committee

- (a) The Executive Committee may exercise all the powers of the Society which are not required, either by the Incorporated Societies Act or this Constitution, to be exercised by the Members at a Members' Meeting, including (without limitation) the powers specified in Schedule 1.
- (b) The Executive Committee may delegate to a sub-Executive Committee, a Executive Committee Member, an employee or contractor, of the Society, or to any other person or class of persons, any one or more of its powers, vested in the Executive Committee pursuant to this clause.

10.3 Executive Committee Member's duties

- (a) A Executive Committee Member, when exercising powers or performing duties, is to act in good faith in what the Executive Committee Member believes to be the best interests of the Society and in the manner which he or she believes will best attain the objects of the Society.
- (b) A Executive Committee Member is to exercise a power for a proper purpose.
- (c) A Executive Committee Member may not act, or agree to the Society acting, in a manner that contravenes the Incorporated Societies Act or this Constitution.
- (d) A Executive Committee Member may not:
 - (i) agree to the affairs of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors; or
 - (ii) cause or allow the affairs of the Society to be carried on recklessly or in a manner likely to create a substantial risk of serious loss to the Society's creditors.
- (e) A Executive Committee Member may not agree to the Society incurring an obligation unless the Executive Committee Member believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.
- (f) A Executive Committee Member, when exercising powers or performing duties as a Executive Committee Member, is to exercise the care, diligence and skill that a reasonable Executive Committee Member would exercise in the same circumstances taking into account:
 - (i) the nature of the Society;
 - (ii) the nature of the decision;
 - (iii) the circumstances applying at the time; and
 - (iv) the position of the Executive Committee Member and the nature of the responsibilities undertaken by him or her.
- (g) To the extent applicable, the members of any sub-Executive Committee appointed by the Executive Committee must comply with the duties outlined in this clause.

11. Quorum and voting at Executive Committee meetings

11.1 Quorum required

- (a) Unless extraordinary circumstances exist, no business may be transacted at a Executive Committee meeting if a quorum is not present.
- (b) A quorum for a Executive Committee meeting is a majority of Executive Committee Members present.
- (c) If a quorum is not present within sixty (60) minutes after the time appointed for the commencement of a Executive Committee meeting, the meeting is to be adjourned to such other date, time, and place as the President may appoint.

11.2 Voting at Executive Committee meetings

- (a) At any meeting of the Executive Committee all questions will be decided by the affirmative votes of at least a bare majority of Executive Committee Members (50%) eligible to vote (a **General Resolution**), provided that any question relating to:
 - (i) selection of the President; and
 - (ii) adoption of the annual financial budget; [

will be decided by a resolution requiring the affirmative votes of at least three-quarters (75%) of Executive Committee Members eligible to vote (a **Special Resolution**).
- (b) Each Executive Committee Member is to have one vote.
- (c) The President will have a casting vote in the event of a tie/equality of voting.

12. Meeting of Executive Committee

12.1 Methods of holding meetings

- (a) A minimum of one (1) meeting of the Executive Committee must be held each quarter and may be conducted either:
 - (i) by a number of the Executive Committee Members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting;
 - (ii) by means of audio, or audio and visual, communication by which all the Executive Committee Members participating and constituting a quorum can simultaneously hear each other throughout the meeting and confirm their attendance at the start of the meeting; or
 - (iii) by such other electronic means as determined by the President, so long as all Executive Committee Members participating and constituting a quorum can participate in the meeting equally and without unreasonable cost or effort.
- (b) For the avoidance of doubt, any Executive Committee Member participating in a meeting of the Executive Committee by means of audio, audio and visual, or other

electronic communication (as determined by the Executive Committee) will be counted as part of the quorum for that meeting.

12.2 Notice of meeting

- (a) A Executive Committee Member may convene a meeting of the Executive Committee.
- (b) Notice of a meeting of the Executive Committee is to be provided to each Executive Committee Member and to Members of the Society by:
 - (i) notifying in writing (including electronically), every Executive Committee Member; and/or
 - (ii) publishing notice of a meeting in any newsletter or publication (including electronically) as the Executive Committee determines.
- (c) Unless impracticable in the circumstances, a minimum of fourteen (14) business days' notice must be given prior to any meeting of the Executive Committee.

12.3 Insufficient number of Executive Committee Members

The Executive Committee may act notwithstanding any vacancy in their body, provided that the total number of Executive Committee Members is not less than six (6).

12.4 Minutes to be kept

Minutes must be kept of all proceedings at each meeting of the Executive Committee. Minutes of a meeting which have been signed as correct by the President (or by the person acting as President for that meeting) are conclusive evidence of the proceedings at that meeting.

12.5 Other procedures

- (a) The Executive Committee may act outside of a meeting of the Executive Committee by passing a resolution in writing, provided that any such resolution must be passed by the affirmative vote of 100% of the Executive Committee Members. Resolutions passed in this manner shall be valid as if passed at a meeting of the Executive Committee. Such resolution may consist of a number of signed counterparts, including PDF copies, and if so the counterparts taken together constitute one resolution.
- (b) Except as set out in this clause 12, the Executive Committee may regulate its own procedure.

13. Conflicts of interest

- (a) No Executive Committee Member (including, for the purposes of this clause, any member of a sub-Executive Committee established by the Executive Committee) may vote on a resolution of the Executive Committee or the sub-Executive Committee or sign any document relating to the entry into a transaction or the initiation of the matter in respect of any matter in which that Executive Committee Member has an interest, including (without limitation) if the Executive Committee Member:
 - (i) is a party to the transaction, could derive a material financial benefit from the transaction, or has a material financial interest in another party to the transaction;

- (ii) is a Executive Committee Member, officer or trustee of either another party to the transaction, or a person who could derive a material benefit from the transaction;
 - (iii) is the parent, child, spouse, civil union partner or de facto partner of either another party to the transaction, or a person who could derive a material benefit from the transaction; or
 - (iv) is otherwise directly or indirectly materially interested in the transaction.
- (b) A person who is prevented from voting on a matter as a result of being interested under (a) above, may still be counted for the purpose of determining whether there is quorum at any meeting at which the matter is considered. However, if 50% or more of the members of the Executive Committee or sub-Executive Committee are prevented from voting on a matter, a Special Members' Meeting must be called to consider and determine the matter.
- (c) Any "interest" must be disclosed as soon as practicable after the Executive Committee Member or Executive Committee member becomes aware of the interest. The nature and extent of the interest (including any monetary value of the interest if it can be quantified) must also be disclosed. After disclosure, the Executive Committee Member or Executive Committee member may not participate in any decision on that matter and may be excluded by the rest of the Executive Committee or sub-Executive Committee from any discussion on it.
- (d) The Executive Committee must maintain an "interests register" recording the particulars of the Executive Committee Member's or Executive Committee member's "interest". This "interests register" shall be open for inspection by Members upon reasonable notice to the Contact Officer. A summary of the "interests register" must be presented to each Bi-annual Members' Meeting.

14. Executive Committee Members' remuneration and other benefits

14.1 Remuneration and benefits

No Executive Committee Member will be entitled to any remuneration in respect of their role as a Executive Committee Member.

14.2 Expenses

Each Executive Committee Member is entitled to be paid for all reasonable travelling, accommodation, childcare costs, and other expenses incurred in connection with the attendance at meetings or otherwise in connection with the Society's business.

15. Indemnity and insurance

15.1 Indemnity for Executive Committee Members

- (a) Each Executive Committee Member, from time to time, is to be indemnified by the Society for any costs incurred by him or her in any proceeding:
 - (i) that relate to liability for any act or omission in his or her capacity as a Executive Committee Member; and

- (ii) in which judgment is given in his or her favour, or in which he or she is acquitted, or which is discontinued.
- (b) Each Executive Committee Member, from time to time, is to be indemnified by the Society for any liability or costs in respect of:
- (i) liability to any person other than the Society for any act or omission in his or her capacity as a Executive Committee Member; or
 - (ii) costs incurred by him or her in defending or settling any claim or proceeding relating to any such liability.
- (c) However, a Executive Committee Member's right to be indemnified does not extend to any liability or costs incurred that are the result of a criminal act or a breach of any fiduciary duty owed to the Society or in relation to any wilful default or fraudulent acts or omissions on the part of the Executive Committee Member.

15.2 Indemnities for employees

In addition to the indemnity set out in clause 15.1, the Society may indemnify an employee of the Society for any costs referred to in clause 15.1.

15.3 Insurance

The Executive Committee must ensure that, to the extent permitted by law, the Society procures and maintains appropriate insurance in respect of:

- (a) its indemnity obligations in clauses 15.1 and 15.2 above; and
- (b) liabilities that a Executive Committee Member, sub-Executive Committee member or employee may incur in their capacity as a Executive Committee Member, sub-Executive Committee member or employee, including the defence costs associated with defending allegations of such liability.

15.4 Duty to certify

The Executive Committee Members who vote in favour of authorising the effecting of insurance under clause 15.3 are to sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair and reasonable for the Society to incur in the circumstances.

16. Contact Officer and other office-holders

16.1 Contact Officer

- (a) The Executive Committee will appoint a Contact Officer upon and subject to the terms and conditions set out in this clause.
- (b) The Contact Officer must be at least 18 years of age and ordinarily resident in New Zealand.
- (c) The Contact Officer must be a Executive Committee Member, and may hold any other office as a Executive Committee Member or a Member of the Society.

- (d) The Contact Officer will hold office for two (2) years and may stand for reappointment as the Contact Officer as many times as he/she wishes.
- (e) The Contact Officer will be the principal administrative officer of the Society and will perform all such duties as may be required of the Contact Officer under the Incorporated Societies Act and as the Executive Committee from time to time decides.

16.2 Vice President and Treasurer

- (a) The Executive Committee will also appoint a:
 - (i) Vice President; and
 - (ii) Treasurer.
- (b) The Vice President will:
 - (i) Assist the President in carrying out the duties pertaining to that office, and in the absence of the President, the Vice President shall have any may exercise all the powers and shall perform all the duties of the President; and
 - (ii) In the event of the office of the President becoming vacant, act as President until the new President has been elected or appointed in accordance with clause 9.2.

16.3 Allocation of management duties

Without limiting:

- (a) the generality of the duties which the Executive Committee may direct the Contact Officer to perform; or
- (b) the duties of the Contact Officer under the Incorporated Societies Act,

the Contact Officer, Vice President and Treasurer will have shared responsibility for the performance of the following duties:

- (c) recording and keeping minutes of all meetings of the Society, the Executive Committee and, as directed by the Executive Committee;
- (d) conducting all of the correspondence of the Society;
- (e) supervising all other agents or employees of the Society whose engagement will be approved from time to time by the Executive Committee;
- (f) keeping or causing to be kept all books and records as are required by the Incorporated Societies Act or any other applicable legislation; and
- (g) keeping or causing to be kept full records of all financial transactions of the Society.

17. Register of Members and access to information

- (a) The Contact Officer will compile and maintain at the offices of the Society, a Members' Register. The register is to include all information required to be kept by the Executive Committee, in accordance with any rules or legislation by which the Society is bound.
- (b) The Members' Register will not be available for inspection by Members.
- (c) A Full Member may, at any time, make a written request to the Executive Committee for information held by the Society about an Associate Member provided the Associate Member has consented in writing to his or her information being shared with a Full Member. A written request made by a Full Member must specify the information sought in sufficient detail to enable the Executive Committee to identify it.

18. Financial records

18.1 Money received by the Society

- (a) All Subscription Fees and other moneys received by or on behalf of the Society is to be paid to the credit of the Society's account at Westpac Bank Limited or any other bank as the Executive Committee may appoint from time to time.
- (b) All cheques drawn on or withdrawals made from the Society's account will be authorised by signature of any two of the following:
 - (i) the President;
 - (ii) the Treasurer; or
 - (iii) such other persons as designated from time to time by the Executive Committee.

18.2 No pecuniary gains

- (a) The funds and property of the Society will be devoted solely to the purposes specified in clause 3, and no pecuniary gains will be derived by any Member from the operations or property of the Society.
- (b) No Executive Committee Member or any employee of the Society may enter into any contract with the Society except with the unanimous approval of the Executive Committee (excluding the interested Executive Committee Member) or Members at a Members' Meeting, or in the event that the contract is an employment contract between an employee of the Society and the Society.
- (c) No Member or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value) and shall not be for the private pecuniary profit of that Member or associated person.
- (d) Paragraph (c) does not prohibit any payment for:
 - (i) a salaried employee of the Society appointed in accordance with this Constitution;

- (ii) professional services rendered to the Society in the course of its business charged at no greater than current market rates in circumstances where the provisions in this Constitution governing conflicts of interests have been complied with;
 - (iii) goods supplied, on arm's length terms, to the Society in the ordinary course of business; or
 - (iv) any reasonable out-of-pocket expenses incurred by a Executive Committee Member, sub-Executive Committee member, employee or Member acting in the interests of the Society and with the written approval of the Executive Committee.
- (e) Notwithstanding any other provision of this Constitution, a Member's membership in the Society shall not be deemed to confer upon that Member any right, title, or interest, either legal or equitable, in the property of the Society.

19. Annual report and statement of accounts

19.1 Annual report

The Executive Committee will prepare or cause to be prepared a report of its activities for the two years prior to the Bi-annual Members' Meeting ended 31 December, such report to be signed on behalf of the Executive Committee by the President and distributed by mail or otherwise notified (including electronically if required) to every Full Member as soon as practicable after 30 April and not later than 31 October.

19.2 Annual return

- (a) Within 6 months after the balance date of the Society, the Executive Committee will prepare or cause to be prepared an annual return every year that is:
 - (i) in the form, contains the particulars, and complies with the relevant requirements of the Department of Internal Affairs, Charities Services or such successor agency; and
 - (ii) accompanied by a copy of the financial statements of the Society for the most recently completed accounting period.
- (b) The annual return must be:
 - (i) dated and signed on behalf of the entity; and
 - (ii) sent or delivered to the Department of Internal Affairs, Charities Services or such successor agency.

20. Amendment to Constitution

- (a) Authority to amend, alter, add to or rescind this Constitution will be vested solely in the Full Members, and no amendment, alteration, addition or rescission of this Constitution will become effective unless proposed as a remit in accordance with clause 7.4 and approved by a resolution of Full Members passed by not less than 75% of the Representatives of Full Members present and voting at a Members' Meeting and signed by no less than the Representatives of four (4) Full Members.

- (b) Notwithstanding any other provision of this Constitution, the Full Members shall not amend, alter or add to this Constitution in any manner which is inconsistent with, or contrary to the Incorporated Societies Act, the Income Tax Act 2007 (or any successor enactments to such statutes) and all other applicable legislation. The provisions and effect of this clause shall not be removed from this Constitution and shall be included and implied in any document replacing this Constitution.

21. **Signing of documents and common seal**

- (a) The common seal of the Society is to be kept in the custody of the Contact Officer or honorary solicitor and will only be affixed to any deed or document in pursuance of a resolution of the Executive Committee and in the presence of the President, one other Executive Committee Member and the Contact Officer and the person affixing this seal will at the same time sign the relevant document.
- (b) Subject to (a) above, an obligation or contract which is required by law to be in writing, and any other written obligation or contract which is to be entered into by the Society, may, with the approval of a resolution of the Executive Committee, be signed on behalf of the Society by two Executive Committee Members.
- (c) Any obligation or contract which must be by deed must be made under common seal in accordance with (a) above.

22. **Dissolution**

- (a) The Society may be wound-up or put into liquidation by a resolution passed by 75% of its Full Members and in accordance with the procedures (including any notice requirements) specified in the Incorporated Societies Act.
- (b) In the event of the Society being wound-up or put into liquidation, the property and surplus assets of the Society after payment of the Society's liabilities and the expenses of the winding-up must be The National Foundation for the Deaf Incorporated (Registration number: CC10300).
- (c) For the avoidance of doubt, the Society must not distribute any property or surplus assets to or among Members upon dissolution.

23. **General**

Any matters affecting the Society not provided for in this Constitution must be decided by the Executive Committee in light of, and without prejudicing, the purposes of the Society set out in clause 3.

Schedule 1: Powers and functions of the Executive Committee

The powers and functions of the Executive Committee shall include (without limitation) the power to:

1. be the principal governing body of the Society with responsibility for overseeing the competent and lawful conduct of the Society's affairs;
2. encourage and oversee the work of the Society in accordance with the objects and the policies from time to time laid down by the Society at its Members' Meetings;
3. adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
4. purchase, lease, hire or by other means acquire any real or personal property necessary or convenient for furthering the purposes of the Society;
5. sell, lease, exchange, mortgage, improve, manage, develop or otherwise deal with all or any part of the real and personal property of the Society, or in which the Society has or may hereafter have any beneficial interest;
6. borrow or raise money by mortgage or otherwise and in such manner, with or without security, on such terms as the Executive Committee thinks fit;
7. establish and delegate such powers as it considers appropriate, to persons, sub-Executive Committees and groups as it considers appropriate to assist it to carry out its responsibilities;
8. co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Society;
9. publish and enforce the rules of the Society;
10. resolve and determine any disputes or matters not provided for in this Constitution;
11. appoint legal, accounting or other advisers as and when necessary;
12. act in accordance with all other powers, duties and obligations contained in this Constitution; and
13. do all other acts and things which are within the powers set out above and the purpose of the Society and which the Executive Committee considers appropriate.