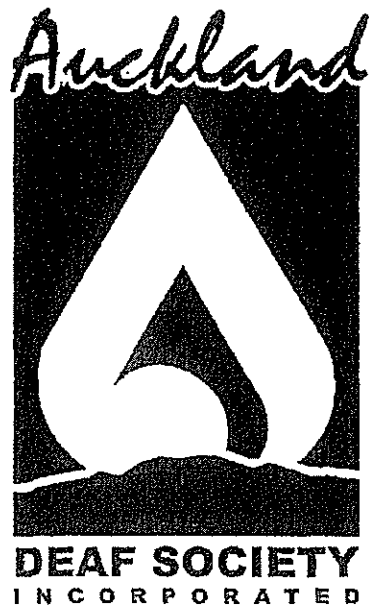


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RULES AND CONSTITUTION

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www.gazeburt.co.nz

City Office p +64 9 303 3764
North Shore Office p +64 9 414 9800

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RULES AND CONSTITUTION FOR AUCKLAND DEAF SOCIETY INCORPORATED

1. DEFINITIONS

1.1 In this constitution, unless the context otherwise requires, the following words and expressions have the meanings given to them in this clause:

"Club Manager" means the manager appointed under clause 21.1 or the acting manager, general manager or other person(s) responsible in their stead for the administration and operations of the Society.

"Honorary Members" (also known as "Life Members") are those persons elected pursuant to clause 9.

"NZSL Community" means those persons who use New Zealand Sign Language as their primary means of communication.

"Society" means AUCKLAND DEAF SOCIETY INCORPORATED.

"Treasurer" means the person responsible for:

- (a) undertaking the Club Manager's financial and reporting obligations; and
- (b) the maintenance of the Society's financial accounts,

regardless of their job description. The Treasurer shall be a member of the finance sub-committee, but does not have to be a Member.

2. NAME

2.1 The name of the Society is AUCKLAND DEAF SOCIETY INCORPORATED or such other name as a majority of the members present at an Annual General Meeting may, by variation of these rules, determine from time to time.

2.2 It is recorded that the Society includes the Societies originally operating under the names of the "Auckland Adult Deaf Society" and the "Friends of the Deaf Society".

3. OFFICE

3.1 The place for meetings and the registered office of the Society is 164 Balmoral Road, Mt Eden or such other place as the Society from time to time determines.

4. OBJECTS

4.1 The objects of the Society are:

- (a) to advance and protect the interests of the Deaf
- (b) to strengthen and engage all Deaf and all hearing persons engaged in this cause,
- (c) to provide opportunities for social activities and recreation for the Deaf and NZSL Community;
- (d) to provide sporting and educational workshops and activities for the Deaf and NZSL Community;

in Auckland and elsewhere in New Zealand.

- 4.2 The Board shall officially encourage all methods of communication for the Deaf especially New Zealand Sign Language.

5. CONSTITUTION

- 5.1 The Society comprises:

- (a) Deaf Members,
- (b) Associated Hearing Members,
- (c) Deaf Youth,
- (d) Honorary Members.

- 5.2 Deaf Members must be Deaf or hearing impaired persons.

- 5.3 Associated Hearing Membership is open to hearing people on payment of an annual subscription but such member has no voting rights nor is eligible to hold office.

- 5.4 Deaf Youth Members are Deaf Members under the age of 18 years and have no voting rights.

6. ADMISSION OF MEMBERS

- 6.1 Any person who wishes to become a member must complete an application form.

7. SUBSCRIPTIONS

- 7.1 The annual subscription shall be such amount as is set by the Board from time to time.

8. SUBSCRIPTIONS IN ARREARS

- 8.1 Every member entitled to vote under these rules at any meeting of the Society shall cease to have any such right to vote or to hold office once their membership has expired. Every member shall cease to be a member if his or her subscription is not paid within three months from the end of the membership period. The Club Manager shall notify every member one month before the due date of the date upon which yearly subscriptions are due. Any member may resign membership at any time upon giving one month's notice but shall remain liable to pay any subscription then due and there shall be no subscription refunds.

9. HONORARY MEMBERS

- 9.1 At any Annual General Meeting the Society, by a majority of the members present at such a meeting, may elect any persons as Honorary Members of the Society for some reason then put forward as showing that such person or persons have rendered outstanding service to the Deaf. However any such motion must be made in writing to the President at least twenty one days before the meeting. Honorary Members have no voting rights.

10. ANNUAL GENERAL MEETING

- 10.1 The Annual General Meeting ("AGM") shall be held before 30 April in each year. Fourteen (14) working days' notice shall be given and at such AGM, twenty financial members who have the right to vote shall constitute a quorum.

- 10.2 There will be a community meeting with all Board members at a date fixed prior to the AGM to discuss any issues of importance relating to the AGM.
- 10.3 The business of an AGM shall be:
- (a) .Receiving any minutes of the previous AGM or other meetings of the Society;
 - (b) The Chairperson's and President's reports on the business of the Society;
 - (c) The Treasurer's report on the finances of the Society and the Annual Financial Statements;
 - (d) Election of Committee Members;
 - (e) Motions to be considered; and
 - (f) General business.
- 10.4 Any member intending to move a resolution bearing upon the management of the Society during the past financial year or regarding any other matter whatsoever must give notice of the motion by notifying the Chairperson thereof seven (7) days before the meeting.
- 10.5 The usual rules of debate shall be followed by each member speaking once only to each motion or amendment, except the mover who may reply. The mover of any resolution or substantial amendment shall be allowed five (5) minutes in which to introduce his proposition and ten (10) minutes for reply, or vice-versa at his option, and any other speaker shall be allowed five (5) minutes. The Chairperson shall decide whether any amendment proposed is a substantial amendment or not. If freer discussion of any question is desired, any member may move that the meeting go into committee on that subject and such motion shall be immediately put and decided on a show of hands or by ballot on a motion of five members. In committee no member shall speak for more than five (5) minutes at a time. When in committee the Chairperson may move that the meeting shall be resumed and such motion shall be immediately put and decided by a show of hands, or by a ballot on a motion of five members.
- 10.6 Any general meeting may be adjourned to any time not exceeding seven (7) days thereafter. In the event of there being no quorum within half an hour after the time fixed for the general meeting, the meeting shall stand adjourned for not more than fourteen (14) days; the new date to be fixed by the Board who shall give at least three (3) days notice of the meeting in writing. In the event there being no quorum, the adjourned meeting shall lapse.
- 10.7 Votes may be given personally by proxy. Non-members are not allowed to be appointed as a proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor and must be in the hands of the Club Manager seven (7) days prior to the meeting. The instrument appointing a proxy shall be in the form or to the effect following namely:

I.....of
.....being a member of the Auckland Deaf Society
hereby appoint.....of.....to speak for me and
on my behalf at the Meeting of the Society to be held on the day of
and at any adjournment.

10.8 All resolutions duly passed by the Society shall be conclusive and binding on all members of the Society, whether they were present at such a meeting or not and such resolutions can be revoked only by a meeting of competent authority. Except where a ballot is demanded all questions shall be decided by a show of hands provided always that five (5) members can demand a ballot.

11. SPECIAL GENERAL MEETINGS

11.1 The President shall call a Special General Meeting at any time immediately upon the request by a resolution of the Board or upon a receipt of a requisition signed by not less than 10% of the members, stating the purpose for which such a meeting is desired. Any Board member who, having signed a requisition for a special general meeting and without reasonable excuse, does not attend the meeting may be suspended or expelled by the Board under the provisions of Rule 18. Similar notice shall be given to members as for Annual General Meetings and the purpose of the meeting must be included in the notice. At such meeting twenty financial members who have the right to vote shall form a quorum.

11.2 At a Special General Meeting, no business other than that for which the meeting is called shall be dealt with, except on a motion of which notice has been given as prescribed in Rule 10.4.

11.3 Otherwise the procedure for calling and holding a Special General Meeting shall be the same as for the Annual General Meeting.

12. BOARD

12.1 The management of the Society and the administration of the rules is vested in a Board (referred to throughout these rules as the "Board") of six members from whom shall be appointed the following officers:

(a) President;

(b) Chairperson;

12.2 The members of the Board are to be elected at the expiration of their respective terms of office by ballot at the Annual General Meeting of the Society. The Board is deemed to be fully and properly constituted notwithstanding that the full membership of the Board may not be elected or that any vacancies may occur.

12.3 At all meetings of the Board four (4) voting members constitutes a quorum, one of which is to be the Chairperson.

12.4 All members of the Board have one vote only and the Chairperson has the casting vote and in the event of the Chairperson's absence, the acting Chairperson has the casting vote.

12.5 An ex officio representative of the Maori community who must be eligible for election, shall be nominated at least 14 days before the AGM to serve on the Board.

13. QUALIFICATION FOR OFFICE

13.1 Candidates for membership of the Board are to be financial members of the Society who have the right to vote at general meetings of the Society.

13.2 All candidates must have been financial members of the Society for no less than 12 months prior to election;

13.3 Candidates for the office of President or Chairperson must have served on the Board for no less than twelve (12) months prior to election.

13.4 Any member who has been suspended or cautioned by the Board for misconduct is not eligible for office within twelve months from the date of such suspension or caution, save that such person has right of appeal to a special Board meeting.

14. OCCASIONAL VACANCIES

14.1 In the event of removal, resignation or death of any officer or member of the Board, a Special General Meeting shall be called by the President or the Chairperson pursuant to Rule 11 hereof for the purpose of electing a person to fill the vacancy. Any person so elected shall hold office only until the Annual General Meeting next following the election.

15. TERM OF OFFICE

15.1 The President and Chairperson shall hold office for two years but shall be eligible for re-election;

15.2 The members of the Board (excluding the President and Chairperson) shall hold office for three years but shall be eligible for re-election.

15.3 A member of the Board (excluding the President and Chairperson) may at any time retire from office by giving one months notice in writing to the Chairperson to that effect;

15.4 The President and Chairperson shall not tender their resignations during the term of office except under very special circumstances.

16. ELECTION OF OFFICERS

16.1 Each candidate for office must be duly proposed and seconded by two financial members who have been members of the Society for the last preceding six months except that the provision in respect of length of membership does not apply in the case of the first election of officers under these rules.

16.2 Nominations of candidates for office shall be made in writing to the Secretary not less than 14 days prior to the election. Nominations will be displayed publicly at the registered office of the Society and other appropriate channels until the election. Alternatively, at the Annual General Meeting nominations can be submitted on the floor by any financial members present at the meeting to the Chairperson.

17. VOTING

17.1 A voter may vote for one or more candidate on the voting paper up to the full number of candidates required to be elected.

17.2 Every voting paper on which the number of votes given exceeds the number of candidates required to be elected shall be rejected as informal.

17.3 At all General Meetings including the Annual General Meeting, and in all cases of equality of votes for two or more candidates, the President shall have the casting vote in addition to his deliberative or personal vote.

17.4 A Special Meeting of the Board shall be held during the week following each Annual General Meeting for the purpose of appointing such sub-committees as may be required.

18. FORFEITURE OF OFFICE

18.1 The Board may declare to be forfeited the seat of any member of the Board who:

- (a) is absent from three (3) consecutive ordinary meeting of the Board without leave of absence granted by resolution recorded in the minutes, or
- (b) allows his or her subscription to remain unpaid for more than three months, or
- (c) is suspended by the Board for any offence;

provided that such member has the right to appeal to the special Board meeting to be held pursuant to Rule 19.6 upon being notified of any such forfeiture.

18.2 A member of the Board whose seat is forfeited is not eligible for re-election within twelve months of the date of such forfeiture.

19. BOARD'S POWERS AND DUTIES

19.1 The administration of the rules of the Society is the responsibility of the Board.

19.2 The day-to-day management of the Society is the responsibility of the Club Manager appointed pursuant to Rule 21.1.

19.3 The Board has the power to make by-laws and regulations, authorise expenditure over a designated amount, appoint committees, acquire leases, employ, hire or dispense with the Club Manager as required, and in all things conduct the business of the Society.

19.4 The Board has the power to appoint attorneys on behalf of the Society to act for and in the name of the Society either generally or in any specific matters for such period and within such limits and subject to such restrictions as the Board stipulates in the instrument of appointment. Any instrument appointing attorneys for the Society is to be in writing executed under the common seal of the Society. Any act of the attorneys in accordance with the instrument of appointment binds the Society. The provisions of apply to a power of attorney given under this clause to the same extent as if the Society were a natural person and as if the commencement of liquidation of the Society were the death of a person within the meaning of that Part.

19.5 The Board shall meet every two months.

19.6 At the initiative of the President or on receipt of a requisition signed by not less than two-thirds of the members of the Board, the President is to call a special meeting of the Board by notifying each member in writing three days before the time fixed for the meeting, but in the event of forfeiture of the office of any member as provided for in Rule 18, the Board shall meet within seven days of such forfeiture and the member whose seat has been forfeited may to attend such meeting to appeal the decision.

19.7 The Board has the power to suspend or expel any member for misconduct or wilful infringement of the rules or by-laws, but the member must be immediately informed of the Board's decision by registered letter direct to their last know address, and relating to such expulsion, the member has the right of appeal if desired. Any member expelled for misconduct on the Society's premises or for wilful infringement of the rules and by-laws may apply for re-admission as a member after a period of twelve months.

- 19.8 The Board shall at all times receive complaints in connection with the Society and suggestions for the improvement of the Society in writing.
- 19.9 At each Annual General Meeting the Club Manager shall produce a report of the proceedings of the Society for the last year and an audited balance sheet showing the financial position of the Society as at the last day of November. As soon as practicable after the end of the financial year the balance sheet shall be audited by a professional accountant who shall not be a member of the Society. A vacancy occurring in the office of auditor during the year shall be filled in the manner provided in Rule 14 hereof. A copy of the report and balance sheet, together with the auditor's report shall be forwarded by post or electronic mail to each subscribing member fourteen (14) clear days prior to the date of the meeting.
- 19.10 The Society shall cover all travel, accommodation and other expenses of each Board member which arises from any of their formal activities including their regular meetings.

20. COMMITTEES

- 20.1 Any powers and functions vested in the Board may be delegated by the Board to a committee or committees from time to time.
- 20.2 Persons appointed to be members of a committee under these rules need not be either members of the Board or members of the Society but each committee must include at least one Board member. Each committee may regulate its proceedings as it see fit.
- 20.3 Any powers or functions delegated by the Board to a committee may be delegated subject to such directions or conditions as the Board thinks fit and may be exercised by the committee with the same effect as if those powers and functions had been directly conferred by these rules and not by delegation.
- 20.4 Every delegation by the Board to a committee is subject to revocation at any time. However until any such delegation is revoked it shall continue in force according to its tenor notwithstanding any change in the membership of the Board or the committee.

21. THE CLUB MANAGER

- 21.1 The Club Manager shall be appointed by the Board at a salary and on terms and conditions determined by the Board.
- 21.2 The Club Manager shall appoint staff members on a salary or on a hourly wage and on terms and conditions determined by the Board. One member of the Board shall be on the interview panel interviewing the staff member(s) prior to the appointment of the staff member. The Board have the right to reject the appointment of a staff member by the Club Manager.
- 21.3 The duties of the Club Manager shall include:
- (a) Keeping the accounts of the Society.
 - (b) Placing before the Board, when requested, the books and vouchers relative to the receipts and expenditure of the Society.
 - (c) Preparing a balance sheet in readiness for the Auditor and Board within fourteen (14) days after the completion of each yearly period.

- (d) Keeping a register of members.
 - (e) Appointing someone to take the minutes at all meetings of members and of the Board.
 - (f) Conducting all correspondence of the Board.
 - (g) Preparing and submitting to the Board for its approval the report mentioned in Rule 19.
 - (h) Forwarding by post or electronic mail to all members all notices required by the rules to be so forwarded.
 - (i) Preparing and forwarding to the Registrars as required under the Incorporated Societies Act 1908 and Charities Act 2005, the annual return of the income and expenditure, funds and effects and number of members and any other return required by the Government under any Act of Parliament and notifying the Registrars within fourteen days of any change of the registered office of the Society.
 - (j) Providing full and complete access to the President on receipt of three days previous notice in writing from the President and Chairperson requiring him to do so, all the books, papers and documents relating to the Society or its affairs.
 - (k) Performing any other duty imposed upon the Club Manager by these rules and generally carrying out the instructions of the Board and the President.
- 21.4 The Board may at any time and shall on an annual basis, take stock and make an inventory of all fixed assets.
- 22. INSPECTION OF BOOKS**
- 22.1 The books of the Society may be inspected by any financial full member upon giving forty-eight (48) hours notice in writing to the Club Manager. No minutes of the Society shall be inspected until confirmed.
- 23. INVESTMENT OF FUNDS**
- 23.1 Any funds not required to meet the usual accruing liabilities shall be invested with the consent of the Board. Any moneys which are invested from time to time may be withdrawn from investment and repaid to the working account of the Society.
- 23.2 The Society may hold, purchase, acquire by gift, devise, bequest or otherwise, or take on lease any land and may build, pull down and rebuild its buildings and may subdivide, sell, lease, let and otherwise deal with its properties for the benefit of the Society acting either alone or together with others. The rights and powers of the Society in respect of its properties under this Rule are to be exercised by the Board or a committee appointed by the Board or by attorneys appointed in accordance with these rules.
- 23.3 The Society may establish an investment trust to manage its investments, provided that the Society is the only beneficiary of such Trust. The Board or a committee appointed by the Board shall ensure any investment policy of such Trust is for the benefit of the Society and in accordance with these rules.

24. POWER TO BORROW

24.1 In addition to the other powers invested in it, the Society has power to borrow or raise money from time to time by the issue of debentures bonds, mortgages, or any other security founded or based on all or any property and or rights of the Society or without any such security and upon such term as to the priority and otherwise as the Society shall think fit, but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution by the Society passed in a Special Meeting.

25. NO PECUNIARY PRIVATE PROFIT

25.1 No pecuniary private profit shall be made by any person from the Society, except that:

- (a) any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Society;
- (b) the Society may pay reasonable and proper remuneration to any servant of the Society (whether a member or not) in return for services actually rendered to the Society;
- (c) any member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member or by any firm or entity of which that member is a member, employee or associate in connection with the affairs of the Society;
- (d) any member may retain any remuneration properly payable to that member by any company or undertaking with which the Society may be in any way concerned or in involved for which that member has acted in any capacity whatsoever, notwithstanding that that member's connection with that company or undertaking is in any way attributed to that member's connection with the Society.

26. RECIPIENT NOT TO INFLUENCE BENEFITS

26.1 Notwithstanding anything contained or implied in this deed, any person who is:

- (a) a member of the Society; or
- (b) a shareholder or director of any company carrying on any business of the Society; or
- (c) a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Society; or
- (d) an associated person (as defined by the Income Tax Act 2007) of any such settlor, trustee, shareholder or director;

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

26.2 A person who in the course of and as part of the carrying on of his or her business in a professional public practice shall not, by reason only of his or her rendering professional services to the society or to any company by which any business of the Society is carried on, be in breach of the terms of this clause.

27. INTERESTED MEMBER

27.1 The Board may make payment in good faith of reasonable remuneration to a Member in return for any services actually rendered to the Board, but where any such person is a Board member or an associated person of a Board member (as that expression is defined in Section OB(1) of the Income Tax Act 2007) THEN the Board member himself or the Board member with whom such person is associated shall not vote or take part in the discussion as to whether or not to employ such person AND the fixing of remuneration to be paid to such person shall be made in the absence both of the person and (where that is relevant) of the Board member with whom the person is associated, and neither such person nor the Board member shall be permitted to influence the decision on the issue.

27.2 The Board may enter into contracts with a Member or an associated person of a Member as long as the Member has first disclosed the nature and extent of his interest to the Board. He shall make such disclosure if he is interested or concerned in any capacity, directly or indirectly, in the subject matter of the contract, and where an associated person is involved, he shall disclose the degree of association. In such event the Member concerned shall not take any part whatever in the deliberations of the Board in relation to the contract or any matter connected with it.

28. WINDING UP

28.1 The Society may be wound up voluntarily in accordance with the provisions of the Incorporated Societies Act 1908 on the requisite resolution being passed by members.

28.2 If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed to the members of the Society but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the Society or for some other charitable purpose within New Zealand.

29. REVISION OF RULES

29.1 These rules may be altered, added to or rescinded at any Annual General Meeting or Special General Meeting by a resolution duly passed and confirmed at a Special General Meeting to be held within one calendar month after the meeting at which such resolution was passed. However no addition to or alteration or rescission of the rules shall be approved if it affects the personal benefits clause or the winding up clause.

29.2 In every case particulars of the proposed alteration, addition or rescission shall be set out in the notice convening the meeting. Upon such alteration, addition or rescission being effected, it shall be the duty of the Club Manager to see that the provisions of the Incorporated Societies Act 1908 relating to the alteration of the rules be complied with.

29.3 No addition or alteration or rescission of the rules shall be approved if it affects the charitable objects of the Society, or allows the use of funds for non-charitable purposes.

30. INTERPRETATION OF THE RULES

30.1 Any questions relating to the interpretation of these rules or of any by-laws hereafter shall be determined by the Board whose decision shall be final.

31. SEAL

31.1 The Society shall have a Common Seal which shall be kept in the custody of the Club Manager. It shall be affixed to any instrument or document only by the authority of the Board and in the presence of two members of the Board who shall affix their signatures to every instrument or document so sealed.

32. NATIONAL BODY

32.1 In the event of a national body being formed this Society shall consider becoming an affiliate member and shall be represented at or on such national body.

33. PREVIOUS RULES

33.1 These rules shall rescind all previous rules of the Society.