

# Auckland Deaf Society Incorporated

## Constitution

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# 1. Definitions and interpretation

## Definitions

- 1.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

**Act** means the Incorporated Societies Act 2022.

**Annual General Meeting (or AGM)** means a meeting of the Members of the Society held once a year convened under this Constitution.

**Application** means an application for membership as set out in clause 4.1.

**Board** means the Society's governing body.

**Board Meeting** means a meeting of the Board.

**Board Member** means a member of the Board, including the Chair.

**Bylaws** means any bylaws, policies, regulations, and codes of the Society made under clause 16.

**Casual Vacancy** is a vacancy which arises on the Board when a Board Member does not serve their full term of office.

**Chair** means the Board Member appointed as Chair of the Society under this Constitution.

**Club Manager** means the person in the highest-ranking management position in the Society.

**Constitution** means this Constitution (set of rules), including any amendments and any schedules to this Constitution.

**Contact Details** means a physical or an electronic address (email) and a cell phone number.

**Contact Person** means a person holding the position of contact person for the Society being the person the Registrar of Incorporated Societies can contact when needed.

**Deaf** means a person that has very little or no hearing.

**Diversity, Equity, and Inclusion** means ensuring fair and equitable opportunities are available to everyone to participate in activities irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

**General Meeting** means an AGM or SGM of the Society.

**Individual Member** means an individual that meets the requirement for individual membership.

**Interests Register** means the register of interest disclosures made by Officers kept under this Constitution.

**Matter** means:

- a) the Society's performance of its activities or exercise of its powers; or
- b) an arrangement, an agreement or a contract made, proposed, or entered into by the Society.

**Meeting** means a meeting held as part of the complaint resolution process that may include a sign language interpreter(s) and hearing people, and maybe held in person or via a video link.

**Member** means each person who is a current financial member of the Society and includes all categories of members of the Society described in clause 4.

**Member Register** means the register (*database*) of Members kept under clause 4.

**Notice** means any notice given by email, post or courier.

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

**Officer** means any person who would be an Officer (as defined in the Act) of the Society.

**Ordinary Resolution** means a resolution passed by a majority of votes cast.

**Patron** means a person who has agreed to be associated with the Society as a patron to show their support for the Society and to help maintain public credibility of the Society.

**President** means the person elected to be the President of the Society.

**Purposes** means the purposes of the Society described in clause 3.1.

**Society** means Auckland Deaf Society Incorporated.

**Special General Meeting (or SGM)** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

**Special Resolution** means a resolution passed by a 75% majority of votes cast.

**Treasurer** means the person responsible for undertaking the Society's financial and reporting obligations and the maintenance of the Society's financial accounts. The Treasurer shall be a member of the finance sub-committee but does not need to be a Member.

**Working Day** has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Auckland.

## Interpretation

### 1.2 Unless the context otherwise requires:

- a) Words referring to the singular include the plural and vice versa.
- b) Clause headings are for reference only.
- c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.
- d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity's successors.
- e) A reference to any legislation includes any statutory regulations, rules, orders, or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.
- f) All periods of time or notice exclude the days on which they are given.

## Notices

- 1.3 Subject to any other notice provision in this Constitution, any Notice or other communication given under this Constitution must be in writing and will be given:
- a) to a Member, to the address set out in their Contact Details; or
  - b) to the Society, to [manager@auckland-deaf.org.nz](mailto:manager@auckland-deaf.org.nz) or by post to the Society's registered office set out on the Register of Incorporated Societies.
- 1.4 A Notice is deemed to have been received:
- a) if given by post or courier, when left at the address of a person or five (5) Working Days after being put in the post; or
  - b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" autoreply or other indication of non-receipt), and add on five (5) Working Days to allow the user to check for emails,
- provided that any Notice or communication received or deemed received after 5 p.m. on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

## 2. Details of Auckland Deaf Society Incorporated

### Name

- 2.1 The name of the society is Auckland Deaf Society Incorporated (Society).

### Charitable status

- 2.2 The Society is registered as a charitable entity under the Charities Act 2005.

### Registered office

- 2.3 The registered office of the Society is at the place in New Zealand/Aotearoa as the Board decides.

### Contact person

- 2.4 At its first meeting following an AGM, the Board must appoint or reappoint at least one, and a maximum of three, persons to be the Contact Person, subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

## 3. Purposes and powers

### Purposes

- 3.1 The charitable purposes of the Society are to:
- a) benefit the community by advancing and protecting the interests of the Deaf in the Auckland area;
  - b) strengthen and engage all deaf and all hearing persons engaged in this cause;

- c) encourage and support social, recreational, sporting and educational activities for the Deaf and NZSL Community in Auckland and elsewhere in New Zealand; and
- d) encourage all methods of communication for the Deaf especially New Zealand Sign Language.

## Tikanga

- 3.2 The tikanga, kawa, culture or practice of the Society is based on consensus building, respect, care, balance, intergenerational equity and relationship building. This Constitution must be interpreted having regard to that tikanga, kawa, culture or practice.

## Capacity and powers

- 3.3 The Society has, within New Zealand, full capacity, rights, powers, and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

# 4. Members

## Member application

- 4.1 An application to become a Member (Application) must be in the form required by the Society. This form will be available in paper or electronic format. All Applications are decided by the Board or by a delegated person, which may accept or decline an Application in its absolute discretion. A person becomes a Member when their Application has been accepted, and they have paid the required membership fees and satisfied any other preconditions.

## Member consent

- 4.2 A person consents to become a Member by submitting an Application to the organisation and paying fees, unless otherwise specified in this Constitution.

## Member categories

- 4.3 The categories of Members of the Society are:
- a) **Deaf Member:** an individual who is deaf or hearing impaired. A Deaf Member eighteen (18) years of age or older has voting rights;
  - b) **Associate Member:** an individual who is hearing. An Associate Member has no voting rights, unless elected to the Board and can vote only at Board meetings;
  - c) **Life Member:** an individual honoured for highly valued services to the Society is elected a Life Member in accordance with this sub-clause c). Any Member may nominate an individual to become a Life Member by giving notice to the Board setting out the grounds for the nomination. This nomination must be sent to the President in writing at least fifteen (15) Working Days before the General Meeting. The Board must then determine whether the nomination should be forwarded to a General Meeting for determination by the Members. A person may only be elected as a Life Member by an Ordinary Resolution at a General Meeting. Life Members have such rights and benefits as determined by the Board. A Life Member has voting rights; and



- d) any other categories of member as the Board determines.

## Member rights and obligations

### 4.4 Members acknowledge and agree that:

- a) they are bound by, and will comply with, this Constitution and to the extent they apply, any Bylaws, procedures, and policies of the Society;
- b) they are subject to the jurisdiction of the Society;
- c) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Board;
- d) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the rules or as otherwise set by the Board, including payment of any membership or other fees within the required time period;
- e) if they fail to comply with sub-clause d) the Board may terminate their membership;
- f) they do not have any rights of ownership of, or the automatic right to use, the property of the Society; and
- g) they will promote the interests and Purposes and must not do anything to bring the Society into disrepute.

## Suspension of a Member

- 4.5 If a Member is, or may be, in breach under clause 4.4, and the Board believes it is in the best interests of the Society to do so, the Board may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before invoking any such suspension, the Member must be given notice of the suspension.

Unless otherwise determined by the Board, while a Member is suspended the Member is:

- a) not allowed to attend, speak, or vote at a General Meeting;
- b) not entitled to any other rights or entitlements as a Member;
- c) not allowed to continue to hold office in any position within the Society; and
- d) not entitled to any rights or entitlements to which the Member would otherwise be entitled from the Member's membership of the Society,

until such time as the alleged breach is resolved or determined.

## Ceasing to be a Member

### 4.6 A Member ceases to be a Member:

- a) if an individual, on death;
- b) by giving notice to the Board of their resignation;
- c) if their membership is terminated under clause 4.4(e); or
- d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

### 4.7 A Member who ceases to be a Member:

- a) remains responsible to pay all their outstanding membership and other fees to the Society;
- b) must return all property of the Society if required; and

- c) ceases to be entitled to any rights of a Member but continues to be bound by the obligations of a Member under this Constitution if required by the Board.

## Membership fees

- 4.8 Membership fees will be set by the Board after undertaking consultation with Members. The Board reserves the right to accept sponsorship or subsidies of membership fees if the Board believes this is in the best interest of the Members.

## Member Register

- 4.9 The Board will ensure an up-to-date Member Register is kept, and the register must include:
  - a) each Member's name;
  - b) each Member's Contact Details; and
  - c) the date each person became a Member.

A Member must provide notice to the Society of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the Member Register. The collection of personal information must comply with the Privacy Act 2020.

- 4.10 The Board will keep a record of the name of each person who has ceased to be a member of the Society within the previous seven (7) years and the date on which they ceased to be a member.

## 5. General Meetings

### Annual General Meeting (AGM)

- 5.1 The Society must hold an AGM once a year at the time, date and place as the Board decides, but not more than six (6) months after the balance date of the Society and not more than 15 months after the previous AGM.
- 5.2 The Members must be given at least fifteen (15) Working Days' notice of the AGM. Notice to Members of an AGM may be given by posting on via email, or newsletter.

### Business of AGM

- 5.3 The following business will be discussed at the AGM:
  - a) confirmation of the minutes of the previous AGM;
  - b) the Board's and Officers' presentation of the following information for the most recently completed financial year:
    - i. the annual report from the President and/or Chair;
    - ii. the report from the Treasurer on the annual financial statements;
    - iii. the auditor's report to members on the financial statements audited by a qualified auditor;
    - iv. notice of any disclosures of conflicts of interest made by Officers during that financial year (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);
  - c) the election of any Board Members;
  - d) the appointment of an auditor;

- e) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
- f) consideration of any other items of business that have been properly submitted for consideration at the AGM.

- 5.4 Members must give notice of any proposed motions and other items of business to the Society at least fifteen (15) Working Days before the date of the AGM.
- 5.5 Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least ten (10) Working Days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.

### Special General Meeting (SGM)

- 5.6 The Board must call a SGM if it is required under section 64(3) of the Act or if it receives a written request stating the purpose of the SGM from:
- a) the Board itself; or
  - b) 10% of Deaf Members.
- 5.7 The Members must be given at least fifteen (15) Working Days notice of the SGM. Notice to Members of a SGM may be given by posting on Auckland Deaf Society's website, via email, or newsletter.
- 5.8 A SGM may only consider and deal with the business specified in the request for the SGM.

### Quorum

- 5.9 No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is twenty (20) Deaf Members who are entitled to vote, including Members present by casting votes by electronic means or by proxy or by casting postal votes. The quorum must always be present during the General Meeting.
- 5.10 If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM is adjourned to a day, time and place determined by the chair of the AGM. If no quorum is achieved at the further AGM, the Deaf Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum. The chair of the AGM to give at least three (3) Working Days notice of the rescheduled AGM
- 5.11 If a quorum is not reached within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

### Control of General Meetings

- 5.12 The Chair of the Board chairs General Meetings. If the Chair is unavailable, another member of the Board (appointed by the Board) will preside.

### Attendance and voting

- 5.13 The following persons are eligible to attend and speak at General Meetings:
- a) Members; and
  - b) any other persons invited by the Board.

## Method of voting

- 5.14 Voting is conducted by a show of hands or as determined by the Chair of the meeting unless a secret ballot is called for by at least five (5) Deaf Members with voting rights and approved by Ordinary Resolution of Deaf Members or as otherwise required under this Constitution.
- 5.15 Elections of the Board Members at an AGM must be undertaken by secret ballot. Two scrutineers must be appointed at the General Meeting to count the votes.
- 5.16 An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.
- 5.17 Voting by electronic means is permitted.
- 5.18 Proxy voting is permitted. Where a Deaf Member with voting rights appoints a proxy who must also have voting rights, notice of the proxy signed by the Deaf Member must be received by the Chair prior to the start of the General Meeting. The form of the proxy is:

*I [insert name] of [insert address] being a member of [insert organisation name] appoint [insert name of proxy] as my proxy to speak [and vote] for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting.*

*I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against].*

## Minutes

- 5.19 Full minutes must be kept of all General Meetings.

## Omissions and irregularities

- 5.20 A General Meeting and its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.
- 5.21 An irregularity in the manner of calling a General Meeting is waived if all the Members entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such Members agree to the waiver.

## Resolution passed in lieu of meeting

- 5.22 A resolution in writing signed or consented to by email or other electronic means by a 75% majority of Deaf Members is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Deaf Members.

# 6. Board

## Functions and powers

- 6.1 Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution:
- a) the Board must manage, direct, and supervise the operation and affairs of the Society; and
  - b) the Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.

## Composition

6.2 The Board consists of:

- a) a minimum of six (6) and a maximum of 10 persons elected at the AGM under clause 6.3 (Board Members); with
- b) a maximum of two (2) Associate Members who are New Zealand Sign Language users.

6.3 Board Members are elected as follows:

- a) the Board must call for nominations for any Board Member positions that are to be vacated at an AGM by a date set by the Board and if no date is set, at least fifteen (15) Working Days before the AGM. Alternatively, the Board can accept nominations at the AGM. Each nomination must be signed by two (2) current Deaf Members who have been Society members for at least six (6) months. Nominations are made on the form decided by the Board;
- b) the Board must give notice of the nominations to all Members at least ten (10) Working Days before the AGM;
- c) at the AGM, if there are more nominees than number of positions available, the election is by secret ballot;
- d) each Member able to vote, can vote for one or more candidates on the voting paper up to the number of positions available;
- e) every voting paper where the number of votes is greater than the positions available is rejected;
- f) the Chair and President to be elected from the successful elected Deaf Members following the same rules below (g, h, i);
- g) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
- h) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
- i) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

## Qualification to be on the Board

6.4 Every Board Member must, in writing:

- a) consent to be a Board Member;
- b) certify that they are not disqualified from being elected, appointed, or holding office as a Board Member by this Constitution or under section 47 of the Act or under the Charities Act 2005; and
- c) have been Members of the Society for not less than six (6) months; with
- d) candidates for President or Chair must have served on the Board for no less than twelve (12) months prior to election.

## Disqualification

6.5 The following persons are disqualified from being elected, appointed, or holding office as a Board Member:

- a) a person who is an employee of, or contractor to the Society;
- b) a person who is disqualified from being elected, appointed, or holding office as a Board Member under section 47 of the Act or under section 36B of the Charities Act 2005; and
- c) a person who has been removed as a Board Member following a process under this Constitution or any Bylaw.

- 6.6 If an existing Board Member becomes or holds any position in clause a) then upon appointment to such a position, that Board Member is deemed to have vacated their office as a Board Member.
- 6.7 If any of the circumstances listed in clause b) occur to an existing Board Member, that Board Member is deemed to have vacated their office upon the relevant authority making an order or finding against the Board Member of any of those circumstances.

## Term of office

- 6.8 The term of office for the President and Chair is two (2) years, expiring at the end of the relevant AGM. A President and Chair may be re-elected to the Board for a maximum of four (4) consecutive terms of office. The term of office for the President and Chair to be organised so that they do not cease their term of office at the same time.
- 6.9 The term of office for Board Members (excluding the President and Chair) is three (3) years, expiring at the end of the relevant AGM. A Board Member may be re-elected to the Board for a maximum of three (3) consecutive terms of office.
- 6.10 The term of any period served to fill a vacancy caused when a Board Member leaves before ending their full-term (Casual Vacancy) is disregarded for the purposes of calculating the total terms served.

## Vacancies

- 6.11 If a Board Member leaves the Board before ending their full-term (Casual Vacancy), the remaining Board Members may:
- a) appoint a Member of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace;
  - b) appoint a Member of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected under clause 6.3 to fill the remainder of the term of the Casual Vacancy;
  - c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected under clause 6.3 to fill the remainder of the term of the Casual Vacancy.

## Suspension of Board Member

- 6.12 If a Board Member is or may be the subject of an allegation or notice relating to a matter described under clause 6.5 or any other circumstances arise in relation to a Board Member which are or may be of serious concern to the Board, the remaining Board Members may unanimously suspend the Board Member from the Board and set such other conditions as they require pending the final determination of such allegation, notice or circumstances. Before invoking any such suspension, the Board Member must be given notice of the suspension and the reasons for it.

## Removal of Board Member

- 6.13 The Board may, by a two thirds majority, remove a Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned:
- a) has seriously breached duties under this Constitution or the Act; or
  - b) is no longer a suitable person to be a Board Member; or

- c) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring the Society into disrepute, or which may be prejudicial to the Purposes or the interests of the Society if they remain as a Board Member, in which case
- d) the Board Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

6.14 Before considering a motion for removal, the Board Member affected by the motion must be given:

- a) notice that a Board Meeting is to be held to discuss the motion to remove the Board Member; and
- b) adequate time to prepare a response; and
- c) the opportunity prior to the Board Meeting to make written submissions; and
- d) the opportunity to be heard at the Board Meeting.

### Board Member leaving the Board (*ceasing to hold office*)

6.15 A person ceases to be a Board Member if:

- a) their term expires;
- b) the person resigns by delivering a signed notice of resignation to the Board giving at least one month's notice, but the President and Chair can only deliver their resignation during the term with agreement from the Board Members;
- c) the person is absent from three (3) consecutive Board Meetings without leave of absence granted by resolution recorded in the minutes;
- d) the person's membership expires;
- e) the person is removed from office under this Constitution;
- f) the person becomes disqualified from being an officer under section 47(3) of the Act;
- g) the person becomes disqualified from being an officer under section 36B of the Charities Act 2005; or
- h) the person dies.

## 7. Board Meetings

7.1 Board Meetings may be called at any time by the Chair, or by two (2) Board Members, or by the President, but generally the Board meets at least every two (2) months.

7.2 Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

### Quorum

7.3 The quorum for a Board Meeting is four (4) Board Members.

7.4 Any Board Member may be counted for the purposes of a quorum, participate in any Board Meeting and vote on any proposed resolution at a meeting without being physically present. This may only occur at Board Meetings by audio-visual link or other electronic communication provided that all persons participating in the Board Meeting can see/hear each other effectively and simultaneously.

### President

7.5 At the AGM, the voting Members elect a President of the Society. The President must be a Deaf Member.

7.6 The role of the President is to:



- a) represent the views of the Members to the Board; and
- b) to call special meetings of the Board at his/her initiative or on receipt of a requisition signed by not less than two-thirds of the Board Members.

## Chair

- 7.7 At the AGM, the voting Deaf Members, elect a Chair of the Board. The Chair must be a Deaf Member.
- 7.8 The role of the Chair is to chair meetings of the Board. If the Chair is unavailable, then the Board must appoint another Board Member to undertake the Chair's role during the period of unavailability.

## Voting

- 7.9 Each Board Member has one vote. Voting is by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.
- 7.10 The Chair has a casting vote.

## Resolution in writing between Board Meetings

- 7.11 A resolution in writing signed or consented to by email or other electronic means by the required majority of Board Members is valid as if it had been passed at a meeting of the Board. Any resolution may consist of several documents in the same form each signed by one or more Board Members.

## Sub-Committees

- 7.12 The Board may appoint sub-committees consisting of at least one (1) Board Member and such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Board;
  - a) the quorum of every sub-committee is half the members of the sub-committee but not less than two (2);
  - b) no sub-committee shall have power to co-opt additional members;
  - c) a sub-committee must not commit the Society to any financial expenditure without express authority from the Board; and
  - d) a sub-committee must not further delegate any of its powers.

## 8. Officers' Duties

- 8.1 An Officer:
  - a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Society;
  - b) must exercise a power as an Officer for a proper purpose;
  - c) must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;
  - d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of the Society, the nature



of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;

- e) must not agree to the activities of the Society being conducted in a manner likely to create a substantial risk of serious loss to the Society's creditors or cause or allow the activities of the Society to be conducted in a manner likely to create a substantial risk of serious loss to the Society's creditors;
- f) must not agree to the Society incurring an obligation unless the Officer believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so; and
- g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
  - i. an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - ii. a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
  - iii. any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

## 9. Interests of an Officer

9.1 An Officer is interested (connected in some way) in a Matter if the Officer:

- a) may obtain a financial benefit from the Matter; or
- b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter; or
- c) may have a financial interest in a person to whom the Matter relates; or
- d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates,

but an Officer is not interested in a Matter:

- e) merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- f) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of the Society due to the membership of those members; or
- g) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.

9.2 The Board must keep an Interests Register (database recording interests of each Board member).

9.3 An Officer who is interested in a Matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the Officer becomes aware that they are interested in the Matter and include it in the Interests Register.

9.4 A Board Member who is interested in a Matter:

- a) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;
- b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;
- c) may take part in any Board discussion relating to the Matter and be present at the time of the Board decision, unless all non-interested Board Members decide otherwise;
- d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

9.5 Despite clause 9.3, if 50% or more Board Members are interested in a Matter, an SGM must be called to consider and determine the Matter.

9.6 The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure in the manner set out in the Regulations.

## 10. Patron

10.1 The Board may invite a person to be the Patron. The Patron is entitled to attend and speak at General Meetings but has no right to vote.

## 11. Club Manager

11.1 The Board may engage a Club Manager.

11.2 The Club Manager is under the direction of the Board and is responsible for the day-to-day management of the affairs of the Society under this Constitution and the Bylaws and within any delegated authority from the Board.

11.3 The Club Manager may attend Board Meetings on and when required by the Board but has no voting rights at the Board Meetings.

## 12. Indemnity and Insurance

12.1 The Society indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.

12.2 With the prior approval of its Board, the Society may affect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

12.3 The Society is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

- a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
- b) costs incurred by the Officer for any claim or proceeding relating to that liability.

## 13. Finances

13.1 The funds and property of the Society are:

- a) controlled, invested, managed and disposed of by the Board, subject to this Constitution; and
- b) devoted solely to the promotion of the Purposes.

13.2 The Society's balance date is 31<sup>st</sup> March or such other date as the Board decides.

13.3 The Society's financial statements must be audited each year, and the audited financial statements must be submitted to the AGM. The auditor will be appointed at each AGM by way of an Ordinary Resolution.

13.4 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 Constitution are to be exercised by the Board or by attorneys appointed in accordance with this Constitution.

13.5 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 this Constitution.

### No personal benefit

13.6 The Officers and Members may not receive any distributions of profit or income from the Society. This does not prevent Officers or Members:

- a) receiving reimbursement of actual and reasonable expenses incurred, or
- b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,
- c) provided no Officer or Member is allowed to influence any such decision made by the Society in respect of payments or transactions between it and them, their direct family, or any associated entity.

## 14. Method of contracting

14.1 A contract or other enforceable obligation may be entered into by the Society:

- a) by deed by:
  - i. two (2) or more Officers; or
  - ii. an Officer whose signature must be witnessed; or
- b) by agreement by a person acting under the Society's express or implied authority.

## 15. Amendments

15.1 This Constitution may only be amended (*changed*) or replaced by Special Resolution at a General Meeting.

15.2 No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary (*financial*) profits to any individuals.

15.3 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Deaf Member stating the text of the amendment and the right of Deaf Members to object to the amendment. If the Board does not receive any objections from Deaf Members within twenty (20)

Working Days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

## 16. Bylaws

- 16.1 The Board may make and amend Bylaws for the conduct and control of the Society's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Purposes, the Act, and any other laws. All Bylaws are binding on the Society and the Members.
- 16.2 The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

## 17. Dispute resolution

- 17.1 Meanings
  - a) Dispute and complaint: A dispute is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations (Matters) set out below; and
  - b) Meeting: this can be a face-to-face (*in person*) meeting at a suitable place, or an online meeting.
- 17.2 A disagreement or conflict might relate to any of the following allegations—
  - a) a Member or an Officer (Board member and key staff) has engaged in misconduct;
  - b) a Member or an Officer has breached (broken the rules), or is likely to breach, a duty under the Society's Constitution or bylaws or the Act;
  - c) the Society has breached, or is likely to breach, a duty under the Society's Constitution or Bylaws or the Act; or
  - d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

### How to make a complaint

- 17.3 A Member or an Officer may make a complaint by giving to the Board (or a complaints subcommittee) a notice in writing that—
  - a) states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - b) sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
  - c) sets out any other information or allegations reasonably required by the Society.
- 17.4 The Society may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—
  - a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
  - b) sets out the allegation to which the dispute relates.

- 17.5 The information given under subclause 17.3 (b) or 17.4 (b) must be in enough detail to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 17.6 A complaint may be made in any other reasonable manner permitted by the Society's Constitution.
- 17.7 All Members (including the Board) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 17.8 The complainant raising a dispute, and the Board, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### Person who makes complaint has right to explain

- 17.9 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 17.10 If the Society makes a complaint—
- a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b) an Officer may exercise that right on behalf of the Society.
- 17.11 Without limiting the way in which the Member, Officer, or Society may be given the right to explain (be heard), they must be taken to have been given the right if –
- a) they have a reasonable opportunity to explain (be heard) in writing or at a Meeting (if one is held); and
  - b) a Meeting is held if the decision maker considers that a Meeting is needed to ensure an adequate explanation and discussion; and
  - c) a Meeting (if any) is held before the decision maker; and
  - d) the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

### Person who is subject of complaint has right to be explain their response

- 17.12 This clause applies if a complaint involves an allegation that a Member, an Officer, or the Society (the respondent)—
- a) has engaged in misconduct; or
  - b) has broken (breached), or is likely to brake (breach), a duty under the Society's Constitution or bylaws or this Act; or
  - c) has damaged the rights or interests of a member or the rights or interests of members generally.
- 17.13 The respondent has a right to have a Meeting before the complaint is resolved or any outcome is determined. If the respondent is the Society, an officer may exercise the right on behalf of the society. Without limiting the manner in which a respondent may be given a right to have a Meeting, a respondent must be taken to have been given the right if –
- a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

- b) the respondent has a reasonable opportunity to be respond in writing or at a Meeting if one is held; and
- c) a Meeting is held if the decision maker considers that a Meeting is needed to ensure an adequate discussion of the complaint; and
- d) a Meeting (if any) is held before the decision maker; and
- e) the respondent's written statement or submissions (if any) are considered by the decision maker.

## Investigating and resolving the dispute

- 17.14 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and resolved.
- 17.15 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

## Society may decide not to proceed further with complaint

- 17.16 Despite the 'Investigating and resolving dispute' rule above, the **Society** may decide not to proceed further with a complaint if—
  - a) the complaint is considered to be trivial (small issue); or
  - b) the complaint does not appear to disclose or involve any allegation of the following kind:
    - a. that a Member or an Officer has engaged in material (serious) misconduct:
    - b. that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act:
    - c. that a Member's rights or interests or Members' rights or interests generally have been materially (seriously) damaged:
  - c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - d) the person who makes the complaint has an insignificant interest in the matter; or
  - e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
  - f) there has been an undue delay in making the complaint.

## Society may refer complaint

- 17.17 The Society may refer a complaint to:
  - a) a subcommittee or an external person to investigate and report; or
  - b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
  - c) The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

## Decision makers

- 17.18 A person may not act as a decision maker in relation to a complaint if two or more members of the Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
  - a) impartial; or
  - b) able to consider the matter without a predetermined view.

17.19 All of the above procedures are subject to the provisions of Schedule 4 to the Act.

## 18. Liquidation and removal

18.1 The Board must give notice to all Members at least twenty (20) Working Days of a proposed motion:

- a) to appoint a liquidator a licensed person who is appointed to manage the Society's assets what it owns) and liabilities (what it owes);
- b) to remove the Society from the Register of Incorporated Societies; or
- c) for the distribution of the Society's surplus assets.

18.2 The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

18.3 Any resolution for a motion set out in clauses 18.1 a) to c) must be passed by a Special Resolution of Members.

18.4 The surplus assets of the Society, after the payment of all costs, debts, and liabilities, must be disposed of to any other not-for-profit entity or entities. The nomination of a not-for-profit entity, or a class or description of not-for-profit entities, to which any surplus assets of the society should be distributed on a liquidation of the society or on, or to enable, the removal of the society from the register, must be registered and operate in New Zealand and are exclusively charitable, and which share similar purposes to the Society.

## 19. Matters not provided for

19.1 If any matter arises that, in the opinion of the Board, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Board.

## 20. Transition of Bylaws

*(when changing from old to new constitution)*

20.1 All bylaws, policies, regulations of the Society which were in force immediately prior to this Constitution or any previous rules coming into force continue in force, until such time as they are revoked by the Board. If any of those bylaws, policies, regulations are inconsistent with this Constitution (whether in whole or in part), the Board will determine the matter as it sees fit, to the extent of any such inconsistency.