

Auckland Deaf Society Incorporated

Constitution

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Plan

1. Definitions and interpretation

Definitions

1.1 The following words have these meanings:

Act means the Incorporated Societies Act 2022

Annual General Meeting (AGM) means a meeting of the Members of the Society held once a year using these rules (constitution)

Application means an application for membership (section 4)

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 rules, bylaws, policies etc. of the Society.

Casual Vacancy is a vacancy which arises on the Board when a Board Member leaves before an AGM.

Chair means the Board Member appointed as Chair of the Society

Club Manager means the person who is the manager of the Society.

Constitution means this set of rules including any changes made.

Contact Details means the ways of contacting a person. (Email, home address, mobile phone).

Contact Person means a person who can be contacted by the Registrar of Incorporated Societies.

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 Annual General Meeting (AGM) or Special General Meeting (SGM) of the Society.

Individual Member means a person who is a member.

Interests Register means the register of interests of people running the Society (Board Members and management staff).

Matter means a point that needs to be talked about at a meeting, such as agreements, contracts, finance, rules, decisions to be made, and changes for the Society.

Member means each person who is a current member and has paid their membership fee.

Member Register means the list (database) of Members kept under clause 4.d

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 a Board Member and anyone who has an important role running the business of the Society, such as the Club Manager.

Ordinary Resolution means a resolution passed by more than 50% of people (votes cast). Example, approve purchase of any material, or vote to hold a special event.

Patron means a person who has agreed to be associated with the Society as a patron and to support the Society with the public.

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

Purposes means the purposes of the Society.

Society means Auckland Deaf Society Incorporated

Special General Meeting (SGM) means a meeting of the Members for a special purpose.

Special Resolution means a resolution passed by a 75% majority of people (votes cast). Used for changing the constitution.

Treasurer means the person responsible for 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 means a day of work, Monday to Friday except public holidays.

Interpretation

1.2 Unless the context otherwise requires:

- a) Words referring to the singular (one) include the plural (many), and words referring to plural include singular.
- b) The headings are for making the layout clearer.
- c) If the term "writing" is used, it includes writing in letters, Emails, or photocopies or other means.
- d) Reference to a person includes reference to the organisation(s) they represent, such as a lawyer and their Law Office
- e) A reference to any law includes all the changes made to that law.
- f) When giving a notice, the day the notice is sent is not included.

Notices

1.3 A Notice must be in writing and will be given:

- a) to a Member, to the address or email address set out in their Contact Details; or
- b) if sending to the Society, email to manager@auckland-deaf.org.nz or by post to the Society's office.

1.4 A Notice sent is deemed to have been received:

- a) if sent by post or courier received five (5) Working Days after posting; or
 - b) if sent by email, five (5) Working Days after sending;
- provided the day the Notice was sent is not included.

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(s)

- 2.4 One to three people registered as contacts for this Society with the Register of Incorporated Societies. These contacts to be agreed to at the first Board meeting after the AGM.

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) to 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 the power to do the work it needs to as long as it follows the Constitution, rules, and the law. The Society can only work in New Zealand. This includes making bylaws and rules, approving spending, appointing lawyers and administering the Constitution.

4. Members

Member application

- 4.1 A new Member must fill in an Application form. This will be either a paper form at the Club or electronic format. The Board or Club Manager will approve each new Member's application. Sometimes, they may not approve an application.

Member consent

- 4.2 A person must agree to become a Member. They complete a form and pay the membership fee.

Member categories

- 4.3 The types of Members are;

- a) **Deaf Member:** An individual (person) 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. They have 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 ADSI is elected a Life Member at an AGM. Any Member may nominate an individual to become a Life Member by giving a written notice to the Board telling them why this Member should be a Life Member. The Board must get this fifteen (15) Working Days before the AGM. The Board will decide if this nomination goes to the AGM for a vote. A Life Member can vote at General Meetings, and

The Board may make other types of Members if they wish.

Member rights and obligations

- 4.4 Members acknowledge and agree that:

- a) they will follow this Constitution as it applies to them, follow the rules, procedures, and policies of the Society;
- b) they are subject to the decisions & rules made by the Society;
- c) they can enjoy the entitlements the Board and this Constitution allows;
- d) to be able to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the rules as set by the Board. This includes payment of any membership or other fees on time;
- e) if they fail to comply with this (sub-clause d) the Board may end their membership;
- f) they do not have any automatic right to use any property of the Society, and do not have any ownership of any property belonging to the Society;
- g) they will promote the interests and Purposes of the Society and must not do anything against the Society.

Suspension of a Member

- 4.5 If a Member has not followed 4.4 above, the Board may suspend them from being a Member until they decide what to do. They will follow a process (dispute resolution) which is detailed later in this document. The Member must be given notice of the suspension.

If 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;

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

Ceasing to be a Member

4.6 A Member stops being a Member:

- a) when they die;
- b) by giving resignation to the Board or Club Manager;
- c) if their membership is terminated under clause 4.4(e); or
- d) if their membership is terminated as they were unable to resolve a dispute or similar.

4.7 A Member who stops being a Member:

- a) must pay all their outstanding membership and other fees to the Society;
- b) must return all property of the Society if they have any; and
- c) ends being entitled to any rights of a Member but continues to be bound by the obligations of a Member under this Constitution.

Membership fees

4.8 Membership fees will be set by the Board. The Board may agree to sponsorship or subsidies for membership fees.

Member Register

4.9 The Board will keep an up-to-date Member Register (database or list) and this must include:

- a) each Member's name;
- b) each Member's Contact Details;
- c) the date each person became a Member.

A Member must let the Society know if they change their Contact Details. The Society must keep this information private as required by law.

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

5. General Meetings

There are two types of general meetings, an Annual General Meeting and a Special General Meeting.

Annual General Meeting (AGM)

- 5.1 The Society must hold an annual general meeting (AGM) once a year at the time, date and place as the Board decides. It must be held within six (6) months after the end of the financial year.
- 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 email, or newsletter.

Business of AGM

- 5.3 The following will be discussed at the AGM:
 - a) confirm the minutes of the previous AGM are correct;
 - b) the Board and managers (Officers) will present details for the financial year just completed:
 - 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;
 - iv. notice of any conflicts of interest during that financial year;
 - c) the election of any Board Members;
 - d) the appointment of an auditor;
 - e) consideration of any changes to this Constitution;
 - f) consideration of any other items of business.
- 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 will be sent to all members at least ten (10) Working Days before the date of the AGM. No additional items of business can be voted on except those in the Agenda. But the Members present at the meeting may agree by Special Resolution to discuss any other items.

Special General Meeting (SGM)

- 5.6 The Board must call a special meeting 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) By 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 request made for the SGM.

Quorum

- 5.9 The quorum for a General Meeting is twenty (20) Deaf Members who are entitled to vote. This includes Deaf Members who have sent in proxy votes, or who are online. The quorum must always be present during the General Meeting.
- 5.10 AGM: If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM is changed to a day, time and place decided by the chair of the AGM. If no quorum is achieved at this second meeting, the Deaf Members present, in person or through audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further AGM, will

become a valid quorum. The chair of the AGM to give at least three (3) Working Days notice of the rescheduled AGM

- 5.11 SGM: 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 Board member appointed by the Board will chair the meeting.

Attendance and voting

- 5.13 The following persons can come 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. If five (5) or more Deaf Members want a secret ballot, this secret ballot process must be agreed to by a majority of Deaf Members.
- 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 To pass a resolution, more than 50% of votes are needed 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 The General Meeting and its business will still be allowed to continue even if one or more Deaf Members do not receive notice of the General Meeting.
- 5.21 If there is an error with the agenda, meeting notice, documents for the General Meeting, or the notice period was less than usual, or some other error, then the meeting can still go ahead if the voting Members at the meeting do not complain, or the Members present agree to continue.

Resolution (proposal) passed in lieu of meeting

- 5.22 If there is an urgent situation, 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, or 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 ten (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 received 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; and
 - 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 (cannot be on the Board)

- 6.5 The following persons cannot be 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 Act or under section 36B of the Charities Act 2005.
 - 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 an employee or contractor to the Society, then that Board Member resigns from being a Board Member effective on the day of appointment.
- 6.7 If an existing Board Member becomes disqualified, then the Board Member ceases to be a Board Member when the disqualification is made.

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 If a Board Member fills a Casual Vacancy (see below), then this term is not counted.

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 person of their choice to fill the Casual Vacancy only until the next AGM;
 - 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 becomes a concern to the Board for any reason, including those in clause 6.5, they may unanimously suspend this Board Member until they determine what should happen. This Board Member must be given a notice of their suspension.

Removal of Board Member

- 6.13 The Board may, by 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; or
 - 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 (ceases to hold office)

- 6.15 A person stops (ceases) being a Board Member if:
- a) their term expires;
 - b) the person resigns by delivering a resignation in writing to the Board giving at least one month's notice, but the President and Chair can only resign during the term with agreement from the Board Members;
 - c) the person is absent from three (3) consecutive Board Meetings without approval of the Board recorded in the minutes;
 - d) the person's membership expires;
 - e) the person is removed from the Board 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;
 - 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 at the same time (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 (request) signed by not less than two-thirds of the Board Members.

Chair

- 7.7 At the AGM, the voting 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 (proposal) in writing between Board Meetings

- 7.11 If between Board Meetings, a Matter requires a decision by the Board, then the Board Members may vote on a resolution via email or other electronic means.

Sub-Committees

- 7.12 The Board may appoint sub-committees consisting of at least one 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;
 - 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: (Board members and senior staff members)

- a) must act on what they believe to be for the best for the Society;
- b) must act for a proper purpose;
- c) must not act illegally, or agree to the Society to act in an illegal way or against this Constitution; and
- d) must act carefully;
- e) must pay people or companies that provide services and products to the Society;
- f) must not agree the Society to commitments it cannot meet; and
- g) an Officer may use reports and advice from:
 - i. an employee;
 - ii. a professional adviser or expert in areas that these people work in (e.g. law); or
 - iii. any other Officer or subcommittee of Officers,

if they believe the information received is good and can rely on it.

9. Interests of an Officer

9.1 An Officer is connected in some way (interested) in a Matter which is an agreement, arrangement or contract that has been already made, or is to start with the Society 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 small 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 connect in some way (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 agree otherwise (consent);
- b) must not sign any document relating to this Matter, unless all non-interested Board Members agree otherwise (consent);
- c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members agree otherwise (consent);
- 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 well-known person to be a Patron. A Patron agrees to show their support and to help keep a good public image of the Society. The Patron is entitled to attend and speak at General Meetings but has no right to vote.

11. Club Manager

11.1 A Board may have 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. Insurance (security or protection from financial loss)

12.1 The Society will have insurance that will pay an Officer, a Member, or an employee of the Society if they suffer financial loss while doing work for the Society as long as it is not a criminal act and complies with the Act.

13. Finances

13.1 The funds and property of the Society are:

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

13.2 The Society's balance date is 31st March or on the 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 keep, purchase, accept by way of donation, any land. The Society may build, pull down and rebuild its buildings and may subdivide, sell, lease, let and otherwise manage 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 for the benefit of the Society only. 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. The Officers or Members:
- a) can be paid for actual and reasonable expenses incurred; or
 - b) can be paid for goods or services supplied to or from them, where they are not involved in the decision and the payments are reasonable,
 - 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 legal agreement may be entered into by the Society:
- a) by deed by:
 - i. two (2) or more Officers; or
 - ii. an Officer whose signature or signatures must be witnessed; or
 - b) by agreement by a person acting under the Society's express authority such as a lawyer.

15. Amendments (change to the rules)

- 15.1 This Constitution may only be amended (*changed*) or replaced by Special Resolution (75%) 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 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 – separate rules to constitution

(These could be rules included in policies and procedures, dress and behaviour standards etc.)

- 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 or complaint is a disagreement or conflict involving the Society and/or its Members in relation to specific allegations (Matters) set out below; and
- b) **Meeting** means a meeting held to discuss the dispute or complaint.

17.2 The disagreement or conflict relates to any of the following allegations—

- a) a Member or an Officer (Board member or key staff) has engaged in misconduct
- b) a Member or an Officer has broken the rules (breached), or is likely to break the rules, a duty under the Society's Constitution or bylaws or the Act
- c) the Society has broken the rules, or is likely to break the rules, a duty under the Society's Constitution or bylaws or the Act
- 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 (*in a timely manner*), 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 explain the reason for their complaint 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 explain 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 the Member, Officer, or Society may be given the right to explain, they must be taken to have been given the right if—
- a) they have a reasonable opportunity to explain 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 story

- 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 break, 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 way a respondent may be given a right to explain, 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 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 a small issue (trivial) or not worth pursuing; 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 serious (material) misconduct:
 - b. that a Member, an Officer, or the Society has seriously broken (breached), or is likely to seriously break, 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 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 a small (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 (the difference between what it owns and what it owes).
- 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 other New Zealand based organisation(s) that have similar purposes to the Society, and are registered as a charity in New Zealand.

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.