

Deaf Association of New Zealand (Inc)
Operating as
Deaf Aotearoa New Zealand (Inc)

Constitution
9 November 2008



Deaf Aotearoa New Zealand (Inc)

Constitution – November 2008

PART 1. INTRODUCTION

1.1 About this constitution and rules

This constitution is divided into 9 parts as follows:

PART 1	INTRODUCTION
PART 2	DEFINITIONS AND OPERATIVE DATE
PART 3	VISION, OBJECTS, PURPOSE AND POWERS
PART 4	MEMBERSHIP AND VOTING RIGHTS
PART 5	EXECUTIVE BOARD
PART 6	ELECTION
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1.2 Name

- 1.2.1 Deaf Association of NZ of New Zealand Incorporated (Established 1977) referred to in this constitution as "Deaf Association of New Zealand".
- 1.2.2 The trading name will be Deaf Aotearoa NZ

PART 2. DEFINITIONS AND OPERATIVE DATE

2.1 Definitions

In this Constitution, unless the context otherwise requires,

"Act" means the Incorporated Societies Act 1908 and/or the Charities Act 2005 as applicable including all amendments thereof.

"Chief Executive" means the Chief Executive appointed by the Executive Board under Rule 5.6.8.

"Deaf" means:

- Any person of any age who cannot hear, particularly those who use sign language as their natural language;

- A Deaf person of any ethnicity/culture who is a member of the Deaf community, uses New Zealand Sign Language (NZSL) and is therefore part of the culture of Deaf;
- Those children born deaf, deaf in early childhood, but not yet in the Deaf community;
- Deaf or hard of hearing students in the mainstream, or oral Deaf who are involved with the community.

"Executive Board" means the "Executive Board" or "EB" constituted under PART 5 of this Constitution.

"Māori Deaf person" means a person of any age who is Deaf and has Whakapapa Māori (Māori Genealogy) and identifies her/himself as Māori Deaf.

2.2 Operative Date

This Constitution shall be effective on and from the Date of the Biennial General Meeting held on November 9 2008.

PART 3. VISION, OBJECTS, PURPOSE AND POWERS

3.1 Vision

"Full access and participation for Deaf in Aotearoa / New Zealand."

3.2 Objects

Deaf Association NZ is established to act in every way within New Zealand, and internationally as appropriate, for the best interests, wellbeing and aspirations of Deaf people and towards the goal of equality and full participation in society by Deaf individuals.

3.3 Purposes

In particular Deaf Association NZ is established for the purposes of promoting:

3.3.1 Deaf Awareness

3.3.1.1 NZSL & Deaf Culture is well understood throughout the community.

3.3.1.2 Increased recognition and knowledge of NZSL to improve access for NZSL users and ensures the effective implementation of the NZSL Act.

3.3.1.3 Provide leadership through reflecting the voice of Deaf people both within New Zealand and internationally

3.3.2 Deaf Access

3.3.2.1 Provide full access and participation for Deaf through quality programmes and services targeting the aspirations of Deaf people as identified through Deaf community meetings and from Deaf people

3.3.2.2 Inform and advise on policies impacting on the lives of Deaf people nationally and locally

- 3.3.2.3 Promote the dissemination of information to Deaf people in a way that is culturally appropriate.
- 3.3.2.4 Advocate with Deaf people for access to the same services and information as the wider community
- 3.3.3 Deaf Advancement
 - 3.3.3.1 Promote, develop, and preserve New Zealand Sign Language, promote acceptance of Deaf culture, and the maintenance of the New Zealand Sign language Act (2006).
 - 3.3.3.2 Encourage Deaf to use their rights and responsibility by being involved in the planning, delivery and monitoring of all services intended for their use.
 - 3.3.3.3 Promote the provision of training to encourage leadership amongst Deaf people and provide or co-ordinate training that meet their needs.
 - 3.3.3.4 Fulfil our obligations with the World Federation of the Deaf in the implementation of the shared Congress Resolution.
 - 3.3.3.5 Monitor and give feedback on policies or legislation and services that impact on Deaf people and ensure their voice is heard.
 - 3.3.3.6 Endorse and be active in the implementation of the NZ Disability Strategy (2001), the UN Convention on the Rights of Persons with Disabilities (2008) and the New Zealand Sign Language Act (2006).
 - 3.3.3.7 Network with other organisations involved with Deaf and other disabilities, sharing information and expertise
 - 3.3.3.8 Effective collaborative relationships with national and local government and key stakeholders to ensure their policies and procedures are effective for Deaf people
- 3.3.4 Māori and Māori Deaf: Deaf Association NZ recognises Māori as tangata whenua and works in the spirit of cooperation and partnership defined in te Tiriti o Waitangi.
 - 3.3.4.1 *Partnership:* Deaf Association NZ will have a relationship with Māori in utmost good faith, mutual respect and understanding that leads to shared decision making supported by Deaf and Māori values.
 - 3.3.4.2 *Participation:* Deaf Association NZ will work together with Māori to ensure Māori Deaf participate in the Deaf and disability sector and where possible be included at all levels of decision making around Deaf and disability issues.
 - 3.3.4.3 *Protection:* Deaf Association NZ will actively work together with Māori to contribute towards improving the wellbeing of Māori Deaf which includes services, the support for independent living and identity.
- 3.3.5 Other things: to do all other things that are related or useful to gaining of any of the above objects and purposes.

3.4 Powers

Deaf Association NZ, through its Executive Board, has all the powers of a corporate entity under the Incorporated Societies Act, and in particular, it has the power to make informed majority decisions to;

- 3.4.1 To borrow, raise money, and mortgage, initiate a charge or lien over the property of Deaf Association NZ or parts of it;
- 3.4.2 Rent, lease, hire, purchase, acquire, sell, surrender or dispose of any interest in real or personal property;
- 3.4.3 Invest and deal with any of the monies or assets of Deaf Association NZ not immediately required, upon such securities as the EB may from time to time determine or approve; and
- 3.4.4 Affiliate with, subscribe to, donate to, or become a member of any Body or Organisation whose objects are similar to those of Deaf Association NZ.

PART 4. MEMBERSHIP AND VOTING RIGHTS

4.1 Register of members and membership

- 4.1.1 A register of Members shall be kept by the Chief Executive. The Privacy Act 1993 will be followed in giving out information on members.
- 4.1.2 People wishing to become members of the Association may apply by filling out a form and sending it to the Chief Executive or by delivery to a Deaf Association NZ Office.
- 4.1.3 Membership is limited to those who are defined as 'Deaf' in section 2.1 and who have registered in accordance to clause 4.1.2.

4.2 Voting Rights

- 4.2.1 Individual members of the organisation with voting rights include Deaf/deaf people as defined in Clause 2.1 and who are NZ Permanent Residents or Citizens.

4.3 Associate members

4.3.1 Deaf Association NZ welcomes associate members who support the aims of the organisation. Associate members will be kept informed of the activities of the association however, will not have voting rights. Associate members can be:

- Hearing people
- Other organisations interested in Deaf issues may join
- Deaf/deaf people who are not yet permanent residents and citizens of New Zealand

To be a member of the Association these people must comply with clause 4.1.2.

4.4 Forfeiture of membership

- 4.4.1 Any member of Deaf Association NZ may forfeit their membership by giving written notice at any time to the Chief Executive.

- 4.4.2 Forfeiture of membership by a member (whether by expulsion, resignation or otherwise) shall not release a member from any liability to the Association arising prior to the forfeiture.

4.5 Expulsion:

- 4.5.1 Before any expulsion of a member is called for, notice in writing must be provided to that member with a description of the matters charged and reasonable opportunity must be given to the member to prepare a defence before a meeting, of the Executive Board; or at a General Meeting if the member so desires.
- 4.5.2 By a majority vote, taken at a General meeting, a directive may be given to the EB to call upon a member to be expelled if there is a reason to believe that the member has been guilty of, or a party to, conduct contrary to these rules, or inimical to the goals or interests of the Association.

PART 5. EXECUTIVE BOARD

5.1 The Executive Board ("EB")

Deaf Association NZ shall be governed by the Executive Board (EB) which shall have the full responsibility and authority for policy and control of Deaf Association NZ subject only to applicable law and any amendments to them, and to any directions given at any general meeting of Deaf Association NZ providing those directions are not contrary to the constitution or to applicable law.

5.2 Composition of the EB

- 5.2.1 The EB shall be made up of 9 members of whom:
- There will be a minimum of two Māori Deaf Executive Board members where possible
 - One of whom shall be the Chief Executive who does not have voting rights.
- 5.2.2 Election for President and Vice President must be by postal ballot conducted prior to the BGM in accordance with schedule B
- 5.2.3 Where the numbers of the EB fall below 50% the remaining members may only act for the purposes of filling vacancies (including exercising its powers under clause 5.6 below) or of calling a general meeting.
- 5.2.4 Subject to clause 6.2 the elected members of the EB (other than the Chief Executive) will hold office for a period of two years. At the end of each Biennial General Meeting all these elected members of the EB will retire from office. A member retiring is eligible for re-election.
- 5.2.5 Should one Board member resign during their term the remaining Board members may coopt a member to fill the position to complete the term until the next election.
- 5.2.6 A person standing for election to the Executive Board must be a member of Deaf Association NZ.

5.3 Co-opted EB members

- 5.3.1 The EB may appoint up to, but not more than, four people who will bring specific skills necessary to support the work of the EB.
- 5.3.2 These people will be appointed for a given length of time. Hearing EB members may be invited to join the EB however they will not have voting rights.

5.4 Employees unable to be Board members

- 5.4.1 Employees, apart from the Chief Executive, will not be members of the EB either as elected or co-opted members.

5.5 Resignation and removal of Board members

- 5.5.1 A member of the EB may resign by giving notice in writing to the EB.
- 5.5.2 A member of the EB absent without leave for two consecutive meetings will forfeit and vacate office.
- 5.5.3 The EB may, at its discretion, appoint an eligible replacement to hold office until the next General Meeting.

5.6 Functions of the EB

- 5.6.1 The EB shall have all the powers conferred by the Incorporated Societies Act 1908 including all amendments to it and without in any way limiting such powers, the power to set the policy and direction of Deaf Association NZ:
- 5.6.2 To carry out the goals / objects of Deaf Association NZ.
- 5.6.3 To represent Deaf Association NZ in dealing with the Government on policy matters.
- 5.6.4 To oversee Deaf Association NZ in dealings with similar societies, bodies, and organisations in New Zealand and elsewhere.
- 5.6.5 To oversee the funds and assets of Deaf Association NZ.
- 5.6.6 To receive and allocate money coming to Deaf Association NZ subject to and in accordance with any directions and conditions attached to it.
- 5.6.7 To establish committees and, where the EB deems necessary, sub-committees to determine their powers and functions, and co-opt committee and sub-committee members as the EB determines.
- 5.6.8 To engage, dismiss, instruct and support the Chief Executive as necessary and to delegate to the Chief Executive such functions and powers as the EB may from time to time decide.
- 5.6.9 Ensure all necessary information is passed on to Members

5.7 Meetings of the EB

- 5.7.1 The EB will meet a minimum of four times a year.

- 5.7.2 A meeting fee is paid to Executive Board members. The amount is as agreed from time to time by the EB.
- 5.7.3 The President is the Chairperson of the EB. In the absence of the President the Vice-President will be the Chairperson. In the absence of both, the members of EB may choose a Chairperson from their group.
- 5.7.4 Over 50% of the voting members of the EB will form a quorum for a meeting of the EB.
- 5.7.5 A Special Meeting of the EB may be called at any time on the direction of the President or any three Deaf/deaf members of the EB.
- 5.7.6 The Chief Executive will attend all meetings of the EB unless the EB decides that the Chief Executive is to retire from the meeting.
- 5.7.7 Minutes shall be recorded of all meetings of the EB. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting.
- 5.7.8 At an EB meeting each member other than the Chief Executive is entitled to one vote. The President or Chairperson is entitled to exercise a deliberative vote and may exercise a casting vote where there is an equality of votes. This includes the right of co-opted members to vote during their agreed time on the EB.

5.8 Eligibility to Hold Office

- 5.8.1 To be eligible for election to the Executive Board, candidates must be:
 - 5.8.1.1 An individual Member in accordance with clause 4.1
 - 5.8.1.2 Deaf /deaf.
 - 5.8.1.3 Not an employee of the organisation
 - 5.8.1.4 Meet the criteria of section 16(2) of the Charities Act (2005)

PART 6. ELECTION

6.1 Method of Election:

- 6.1.1 Election for elected EB members must be by postal ballot conducted prior to the BGM in accordance with schedule B.
- 6.1.2 Out-going / retiring EB members may also be re-elected in accordance with the process set out in schedule B.
- 6.1.3 The Patron will be invited at the discretion of the Executive Board. There will be one Hearing and one Deaf Patron. They will be announced at the Biennial General Meeting.
- 6.1.4 The EB will recommend to the BGM the names of the Association's Solicitor and Auditor for approval and confirmation.

- 6.1.5 Any candidate standing for election (or re-election) to the EB must complete the necessary forms referred to at paragraph 6 of schedule B and return them to the Returning Officer not less than 60 days prior to the BGM.
- 6.1.6 Any person applying (or re-applying) for the position of President or Vice President must have had prior experience of serving on the EB for a term of at least 12 months within five years prior to the date of election for the position.
- 6.1.7 Subject to clause 6.2 all positions on the EB are for a two year term
- 6.1.8 Each EB member shall be elected by the voting Members of the Association as defined at clause 4.1 above through a postal vote prior to the Biennial General Meeting, and the elected members shall take office on the EB at the conclusion of the Biennial General Meeting.
- 6.1.9 In the event that the entire Executive Board is replaced by new Executive members then two members of the previous Board must remain for a minimum of six months to guide the new Executive Board. These guiding members will not have voting power and will be selected by the Chief Executive and confirmed by the members at the Biennial General Meeting.

6.2 Current Board 2008

- 6.2.1 At the time of the adoption of this constitution (9 November 2008) all EB members including the President elected in November 2007 shall remain until the end of their term in 2009. Newly elected Board members or co-opted members from 2008 will serve a one year term. At the 2009 AGM the entire Executive Board will step down and may stand for re-election. All EB member terms will be for a period of 2 years from then onwards.

PART 7. ADMINISTRATION

7.1 Indemnity

Executive Board members of Deaf Association NZ are indemnified by Deaf Association NZ against all losses and expenses incurred by them in carrying out their normal duties except where the loss is due to their wilful neglect or gross negligence.

7.2 Capacity

Subject to this Constitution Deaf Association NZ may do anything which it is permitted or required to do by this Constitution, or by any Act of Parliament or rule of law.

7.3 Common Seal

The Common Seal may only be used with the authority of the EB or of a Committee acting under authority delegated to it by the Board. Every document to which the Common Seal is fixed must be signed by any two members of the EB, or any member of the EB and or any other person authorised by the EB.

7.4 Funds and Property

- 7.4.1 The funds and property of Deaf Association NZ shall be administered by the EB in accordance with this Constitution.

- 7.4.2 All money received is to be paid to the credit of Deaf Association NZ at such bank as the EB approves.
- 7.4.3 Cheques and other negotiable instruments are to be signed or endorsed in such a manner as the EB directs.
- 7.4.4 The financial year of Deaf Association NZ shall end on the 30th day of June.
- 7.4.5 The books and accounts of Deaf Association NZ are to be audited annually by the Auditor

7.5 Legacies, Endowments, Contributions and Gifts

- 7.5.1 Legacies, bequests or other gifts of money or real or personal property may be made to Deaf Association NZ generally, or for the purpose of any specific object of Deaf Association NZ, and on such conditions (if any) as the EB in its discretion may accept.
- 7.5.2 The following provisions apply where the EB is satisfied that any legacy, bequest, contribution or other gift made to Deaf Association NZ has been made in spite of, or in ignorance of, or without full appreciation of, a claim (whether legal or moral) of any person or organisation upon the duty or bounty of the testator or donor:
 - 7.5.2.1 The EB may make such payment or gift toward the satisfaction, relief or settlement of such claim as the EB may in its absolute discretion think fit.
 - 7.5.2.2 The EB may make the payment or gift referred to in 7.5.2.1 above out of the property comprised in the legacy, bequest, contribution or other gift. or
 - 7.5.2.3 The EB may act under 7.5.2.1 above irrespective of whether Deaf Association NZ has received in whole or in part, or expressed its acceptance of, the legacy, bequest, contribution or other gift.
- 7.5.3 The EB in acting under this clause may take into account any report and/or recommendation made by the solicitor or counsel representing Deaf Association NZ in respect of any claim, threatened claim or legal proceeding.
- 7.5.4 Any person authorised by the EB may receive and give receipts for legacies, subscriptions, donations, or money bequeathed, made or given to Deaf Association NZ and any receipt given is an effective discharge for the money or other property stated to have been received.

PART 8. GENERAL MEETINGS

8.1 Biennial General Meetings

- 8.1.1 The Biennial General Meeting will be held at a time and place determined by the EB from time to time.
- 8.1.2 At each Biennial General Meeting the following business shall be transacted:
 - 8.1.2.1 Consideration of the Biennial Report;
 - 8.1.2.2 Consideration of the Statement of Accounts of Deaf Association NZ and the Auditor's Report;

- 8.1.2.3 Confirmation of the Patrons;
- 8.1.2.4 Confirmation of Auditor and Solicitor;
- 8.1.2.5 Consideration of any remit(s) submitted by any member(s) in accordance with the constitution and rules of Deaf Association NZ;
- 8.1.2.6 Set membership levies on the recommendation of the EB;
- 8.1.2.7 Amendments to the constitution;
- 8.1.2.8 Other business that can be properly transacted at the BGM;
- 8.1.2.9 Confirmation of newly elected Executive Board.

8.2 Special General Meetings

- 8.2.1 A Special General Meeting may be called at any time by the EB, or on the written request of not less 5 % of members. When making a written request the request must state the object of the proposed meeting.
- 8.2.2 The notice must specify the date and place of the Special General Meeting and the subject matter intended to be submitted to the meeting.

8.3 Notice of Meetings

- 8.3.1 The EB will give 90 clear days notice in writing advising members of the date of the Biennial General Meeting. Call for Board nominations will be included with the notice.
- 8.3.2 The EB must give 30 clear days notice of a Special General Meeting to each member.

8.4 Voting Procedures

- 8.4.1 Any Associate Member, although not a voting member, may attend and take part in the business and discussions of a meeting but is not entitled to vote on any question.
- 8.4.2 Invitations may be extended to sister organisations, and interested parties or persons to send representative observers for all BGM's, or other meetings, as determined by the EB. These people have the right to speak, if invited, but no voting rights.
- 8.4.3 If a voting member is unable to attend the BGM, they may appoint another person to vote on their behalf.
- 8.4.4 If a voting member wishes to appoint a proxy she/he must do so by notice in writing in the form set out at Schedule A. A proxy form will be sent out with the notice of the Biennial General Meeting. An appointment of proxy will not be valid unless it is signed by the absent member and includes the name of the absent member. All proxies must be identified prior to the commencement of the BGM.
- 8.4.5 The outgoing Board Members will remain and vote until the conclusion of the BGM.

8.5 Conduct of Meetings

- 8.5.1 The President will chair all meetings of Deaf Association NZ. In the absence of the President the Vice- President will take the Chair.

- 8.5.2 The Chairperson may exercise a deliberative vote and may exercise a casting vote if there is an equality of votes.
- 8.5.3 All resolutions at any General Meeting shall be carried by a majority of the votes of the voting members, present in person or by proxy. Voting is to be by a show of hands, unless a voting member requests a ballot. On all votes each voting member is entitled to exercise one vote (a voting member who has been appointed a proxy for another voting member may exercise his/her own vote and the vote for the person for whom s/he is proxy, in accordance with the instructions of the person who has appointed him/her to be proxy).

8.6 Quorum

- 8.6.1 A quorum for a Biennial General or Special General Meeting shall consist of no less than 10 eligible voting members present.
- 8.6.2 In the event that a quorum is not present within two hours of the time set down for the commencement of the Special General Meeting the meeting will be cancelled and the purpose for which it was called will lapse. In all other cases if a quorum is not present within one hour of the appointed time the meeting will be adjourned to a date agreed upon by the majority of members present and if a quorum is not present then, those Members present in person will form a quorum and may deal with the business for which the meeting was originally called but no other business may be considered.

8.7 Annual Finance Report

- 8.7.1 A Special General Meeting may take place annually to confirm the Annual Financial Report.

8.8 Remits and Amendments to Rules

- 8.8.1 Members may submit remits for the BGM of Deaf Association NZ but they must be received by the Chief Executive not less than 60 days prior to the meeting. A remit is for any change or amendment to the constitution.
- 8.8.2 The EB will give notice of remits and recommendations to all members 30 days prior to the Biennial General Meeting.
- 8.8.3 Remits that are passed at a BGM will become effective immediately after that BGM.

8.9 Rule Changes

- 8.9.1 Subject to the provisions of the Act, the Rules of Deaf Association NZ may be amended in whole or in part by resolution carried by a two-thirds majority of the votes of the voting members present at any Biennial or Special General Meeting of Deaf Association NZ of which the required notice has been given. No amendment is to be approved if it has the effect of altering the charitable nature of the objects of the Society. Notice of proposed changes / remits shall be given to all members 30 days prior to the BGM.

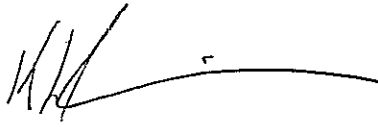
PART 9. WINDING UP

9.1 Winding up

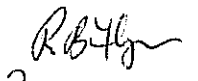
- 9.1.1 Deaf Association NZ may be put into liquidation or dissolved in any of the ways provided for in the Act.
- 9.1.2 In the event of liquidation or dissolution of Deaf Association NZ, the EB shall call a Special General Meeting of Deaf Association NZ to resolve how the surplus assets are to be disposed of and ensure that those assets will be applied exclusively for charitable purposes in New Zealand which as near as possible resemble the goals of Deaf Association NZ. A resolution under this Rule as to the disposal of surplus assets must be passed by a simple majority of the voting delegates present in person.
- 9.1.3 If a resolution is not passed in accordance with the preceding Rule the surplus assets shall be applied exclusively for charitable purposes in New Zealand as directed by a judge of the High Court of New Zealand and the provisions of Section 27 of the Act shall apply.

Confirmation of amendment to the Rules by Deaf Association of New Zealand Incorporated by three Members, namely:

The President


Kim Robinson

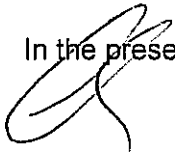
Executive Board Member


Royce Flynn

Executive Board Member


Hemi Hema.

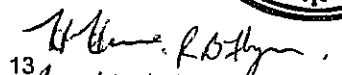
In the presence of:




LESLIE ROSS ALLEN
SOLICITOR
AUCKLAND

The Common Seal of
DEAF ASSOCIATION OF NEW ZEALAND INCORPORATED
was hereto affixed.




13 Board Member, Board Member.


President