Constitution of Deaf Aotearoa New Zealand Incorporated

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Certified as a true and correct copy of the Constitution passed at the Annual General Meeting of the Society held on 2025 by:

Name:
Signature:

Name:
Signature:

PART 1. INTRODUCTION

1.1 About this Constitution ~~and rules~~

This Constitution is divided into 10~~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

PART 7 ADMINISTRATION

PART 8 GENERAL MEETINGS

PART 9 WINDING UP

PART 10 DISPUTE RESOLUTION

1.2 Name

1.2.1 Deaf Aotearoa New Zealand Incorporated (Established 1977) referred to in this constitution as "Deaf Aotearoa New Zealand".

PART 2. DEFINITION AND OPERATIVE DATE

2.1 Definitions

In this Constitution, unless the context otherwise requires,

- **Act** means the Incorporated Societies Act 2022 from the date the Society reregisters under that Act, or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it. ~~means the Incorporated Societies Act 1908 and/or the revised/replaced Incorporated Societies Act and/or the Charities Act 2005 as applicable including all amendments thereof.~~

- **Annual General Meeting (AGM)** means the Annual General Meeting of ~~Deaf Aotearoa New Zealand~~the Society that must be called in accordance with this Constitution.

- **Charities Act** means the Charities Act 2005 as amended and replaced from time to time.

- **Chief Executive** means the Chief Executive appointed by the Executive Board, as set out in ~~under Rule~~ clause 5.5.7.

- **Company** means Deaf Aotearoa Holdings ~~Ltd~~ Limited (company number 2187515), a limited liability company wholly owned by the Society. ~~operating the business interests of Deaf Aotearoa New Zealand Incorporated as defined in Rule 3.4.1 of this Constitution.~~

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- **Complaint** has the meaning given to it in section 38 of the Act.
- **Constitution** means this document as amended or replaced from time to time.
- **Contact Person** means the person or people who are appointed by the Executive Board to be the contact person(s) for the purposes of the Act in accordance with clause 7.5.
- **Deaf** means:

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

    b) 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;

    c) children born deaf, deaf in early childhood, but not yet in the Deaf community; and

    d) Deaf or hard of hearing students in the mainstream, or oral Deaf who are involved with the community.

- **Dispute** has the meaning given to it in section 38 of the Act.
- **Executive Board** means the Executive Board constituted under PART 5 of this Constitution.
- **General Meeting** means either an Annual General Meeting or Special General Meeting.
- **Group** means the Society and the Company together.
- **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.
- **Matter** means the Society's performance of its activities or exercise of its powers under this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Society.
- **Notice** means any notice given by post, courier or email or any additional transmission method approved by the Executive Board and for clarity includes transmission of a link to a Notice.
- **Not-For-Profit Entity** has the meaning given to that term in section 5(3) of the Act.
- **NZSL** means New Zealand Sign Language.
- **Officer** means the Executive Board Member or a natural person occupying a position in the Society that allows the person to exercise significant influence over the management or administration of the Society and includes and class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act.
- **Register of Interests** means the register of interests of the Officers, kept under this Constitution as required by section 73 of the Act.
- **Register of Members** means the register of members kept under this Constitution.
- **Registrar** means the Registrar of Incorporated Societies appointed in accordance with the Act.
- **Shareholder** means ~~Deaf Aotearoa New Zealand Incorporated~~the Society as the person,

persons, or entity owning the shares of the Cc~~o~~mpany.

- **Society** means Deaf Aotearoa New Zealand Incorporated.
- **Special General Meeting** means a special meeting of the Society called and held in accordance with this Constitution.

2.2 Operative Date

~~This Constitution shall be effective on and from the Date of the Biennial General Meeting held on November 9, 2008.~~This Constitution will take effect as the rules of the Society from the date it is registered by the Registrar in accordance with the Act or any replacement or subsequent legislation.

PART 3. VISION, OBJECTS, PURPOSE AND POWERS

3.1 Vision

(option 1) "Deaf people have full access."
(option 2) "Full access and participation for Deaf in Aotearoa / New Zealand."
(option 3) "Deaf People Thriving."
(option 4) "Deal people have full access through New Zealand Sign Language."

3.2 Objects

Deaf Aotearoa New Zealand 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 Aotearoa New Zealand is established for the purposes of promoting:

3.3.1 Deaf Awareness

3.3.1.1 NZSL and 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.

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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 Aotearoa New Zealand 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 Aotearoa New Zealand 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 Aotearoa New Zealand 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 Aotearoa New Zealand 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 Aotearoa New Zealand~~The Society, through its Executive Board, has all the

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powers of a corporate entity under the ~~Incorporated Societies~~ Act, and in particular, it has the power to make informed decisions by majority.

3.4.1 To borrow, raise money, and mortgage, initiate a charge or lien over the property of ~~Deaf Aotearoa New Zealand~~the Society 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 Aotearoa New Zealand~~the Society not immediately required, upon such securities as the Executive Board may from time to time determine or approve; and

3.4.4 Affiliate with, subscribe to, donate to, or become a member of any b~~B~~ody or o~~O~~rganisation whose objects are similar to those of ~~Deaf Aotearoa New Zealand~~the Society.

PART 4. MEMBERSHIP AND VOTING RIGHTS

4.1 ~~Register of members and membership~~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~~People wishing to become members of the Society ~~Deaf Aotearoa New Zealand~~ may apply by filling out a form as set out in clause 4.4 below and sending it to the Chief Executive or by delivery to an office of the Society ~~Deaf Aotearoa New Zealand Office~~.

4.1.2 Membership is limited to those who are defined as Deaf in ~~Rule~~ clause 2.1 and who have registered in accordance with ~~Rule~~ clause 4.1.1.

4.1.3 The Society must maintain the minimum number of members required by the Act.

4.2 Voting Rights

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

4.3 Associate members

4.3.1 ~~Deaf Aotearoa New Zealand~~The Society welcomes associate members who support the aims of the ~~organisation~~Society. Associate members will be kept informed of the activities of the ~~association~~ Society 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.

4.4 Applications

4.4.1 People wishing to become a member or an associate member of the Society must make an

application in the form required by the Society from time to time.

4.4.2 Submitting an application to become a member or an associate member in accordance with clause 4.4.1 will be deemed to constitute consent to become a member or associate member.

4.4.3 Following receipt of an application for membership, the Society will consider and advise the applicant whether their application has been successful.

4.5 Annual subscriptions and fees

4.5.1 To ensure that there are no barriers to membership of the Society, there are no fees for membership.

4.6 Forfeiture of membership

4.6.1 ~~Any member of Deaf Aotearoa New Zealand may forfeit their membership by giving written notice at any time to the Chief Executive.~~A member ceases to be a member (and an associate member ceases to be an associate member):

4.6.1.1 on death;

4.6.1.2 by giving written notice of their resignation to the Chief Executive which, unless otherwise expressed, will take effect immediately;

4.6.1.3 upon termination of their membership or associate membership following a dispute resolution process in accordance with this Constitution, with effect from the date of receipt by the Contact Person, or any subsequent date stated on the notice of termination of membership or associate membership; or

4.6.1.4 if in the opinion of the Executive Board the member has brought the Society into disrepute.

4.6.2 Forfeiture of membership by a member (whether by expulsion, resignation or otherwise) shall not release a member from any liability to ~~Deaf Aotearoa New Zealand~~the Society arising prior to the forfeiture.

4.6.3 A member or associate member who forfeits their membership or whose membership is terminated under this Constitution must immediately return any property, including intellectual property, of the Society held by the member or associate member at the time of termination.

~~**4.7 Expulsion**~~

~~4.7.1 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.~~

~~4.7.2 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 Deaf Aotearoa New Zealand.~~

PART 5. EXECUTIVE BOARD

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5.1 The Executive Board

5.1.1 ~~Deaf Aotearoa New Zealand~~The Society shall be governed by the Executive Board which shall have the full responsibility and authority for policy and control of ~~Deaf Aotearoa New Zealand~~the Society subject only to applicable law and any amendments to them, and to any directions given at any Gg~~G~~eneral ~~m~~Meeting ~~of Deaf Aotearoa New Zealand~~ providing those directions are not contrary to the constitution or to applicable law.

5.2 Composition of the Executive Board

5.2.1 The Executive Board shall be made up of a minimum of five (5) members and a maximum of nine (9) members.

5.2.2 Appointment of President and Vice President will be decided by the elected Board. The appointments may be altered during the current term of the Executive Board.

5.2.3 Where the numbers of the Executive Board fall below 50% the remaining Executive Board members may only act for the purposes of filling vacancies (including exercising its powers under ~~Rule~~ clause 5.5 below) or of calling a ~~g~~General ~~m~~Meeting.

5.2.4 Subject to ~~Rule~~ clause 6.1 the elected members of the Executive Board will hold office for a period of three (3) years. At the end of each Annual General Meeting all these elected members of the Board will retire from office. An Executive Board member retiring is eligible for re-election.

5.2.5 The appointment of the Executive Board Chairperson will be decided by the elected Executive Board. The appointment may be altered during the current term of the Board. The Chairperson must chair as chairperson at each Executive Board meeting. In absence of the Chairperson the representatives present must elect one of their number to preside as chairperson at the meeting.

5.2.6 At an Executive Board meeting, each Executive Board member is entitled to one vote including President and Chairperson. Advisors do not have the right to vote during their agreed time on the Executive Board.

5.2.7 The Chairperson may exercise a deliberative vote and may exercise a casting vote if there is an equality of votes.

~~5.2.6 When there is an equality of votes, the motion fails.~~

~~5.2.7~~5.2.8 Should one Executive Board member resign during their term the remaining Executive Board members may co-opt a member to fill the position to complete the term until the next election.

~~5.2.8~~5.2.9 A person standing for election for the Executive Board must be a member of ~~Deaf Aotearoa New Zealand~~the Society.

~~5.3 Co-opted Executive Board members~~

~~5.3.1 The Executive Board may appoint up to, but not more than, four people who will bring specific skills necessary to support the work of the Executive Board.~~

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~~5.3.2 The co-opted people will be appointed for a given length of time, up to the current term of the Executive Board. Their role is to provide advice to the elected Executive Board and be involved in any discussions during an Executive Board meeting. The co-opted members will not have any voting rights on the Executive Board.~~

~~5.4~~5.3 Employees not eligible to be Executive Board members

~~5.4.1~~5.3.1 Employees employed by the Company or ~~Deaf Aotearoa New Zealand Incorporated~~ the Society or any related operating subsidiaries will not be members of the Executive Board either as elected or replacement Executive Board members.

~~5.5~~5.4 Resignation and removal of Executive Board members

~~5.5.1~~5.4.1 A member of the Executive Board may resign by giving notice in writing to the Executive Board. However, the resignation will not take effect until a replacement Executive Board member has been approved and appointed by the Executive Board if necessary.

~~5.5.2~~5.4.2 A member of the Executive Board absent without leave for two (2) consecutive meetings will forfeit and vacate office.

~~5.5.3~~5.4.3 The Executive Board may, at its discretion, appoint an eligible replacement to hold office until the next Annual General Meeting.

~~5.5.4~~5.4.4 On the resignation of the President or Vice President, they will be given the option of remaining as an Executive Board member provided the Executive Board will not exceed the maximum number of Executive Board members. The Executive Board may appoint a replacement President or Vice President from the current Executive Board as their replacement.

~~5.5.5~~5.4.5 An Executive Board member may be removed from the Executive Board under certain conditions contained in the current Executive Board governance policy as amended and published from time to time. The decision to remove an Executive Board member must be an agreement by a minimum 75% of the remaining Executive Board members.

5.4.6 The President or Vice President may be replaced by vote of no confidence raised by an Executive Board member and supported by at least one (1) other Executive Board member before proceeding to vote. The decision to remove the President or Vice President must be an agreement by a minimum 75% of the remaining Executive Board members taken at a properly constituted meeting of the Executive Board.

~~5.6~~5.5 Functions of the Executive Board

~~5.6.1~~5.5.1 The Executive Board shall have all the powers conferred by the Act ~~Incorporated Societies Act 1908 including all amendments to it and/or replacement legislation governing all such societies in New Zealand~~ and without in any way limiting such powers, the power to set the policy and direction of ~~Deaf Aotearoa New Zealand~~the Society.

~~5.6.2~~5.5.2 To carry out the goals, ~~/~~objects, and purposes of ~~Deaf Aotearoa New Zealand~~the Society.

~~5.6.3~~5.5.3 To represent ~~Deaf Aotearoa New Zealand~~the Society in dealing with the Government on

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policy matters.

~~5.6.4~~5.5.4 To oversee ~~Deaf Aotearoa New Zealand~~the Society in dealings with similar societies, bodies, and organisations in New Zealand and elsewhere.

~~5.6.5~~5.5.5 To oversee the funds and assets of ~~Deaf Aotearoa New Zealand~~the Society and to receive operational reports and updates from any operational subsidiary.

~~5.6.6~~5.5.6 To receive and allocate money coming to ~~Deaf Aotearoa New Zealand~~ the Society subject to and in accordance with any directions and conditions attached to it and to receive operational reports and updates from any operational subsidiary.

5.5.7 To engage, dismiss, instruct and support the Chief Executive as necessary and to delegate to the Chief Executive such functions and powers as the Executive Board may from time to time decide.

~~5.7~~5.6 Meetings of the Executive Board

~~5.7.1~~5.6.1 The Executive Board will meet a minimum of four (4) times a year.

~~5.7.2~~5.6.2 A meeting fee is paid to Executive Board members. The amount is agreed from time to time by the Executive Board.

~~5.7.3~~5.6.3 Over 50% of the voting members of the Executive Board will form a quorum for a meeting.

~~5.7.4~~5.6.4 A special meeting of the Executive Board may be called at any time on the direction of the President or any three members of the Executive Board.

~~5.7.5~~5.6.5 The Chief Executive will attend all meetings of the Executive Board unless the Executive Board decides that the Chief Executive is to retire from the meeting.

~~5.7.6~~5.6.6 Minutes shall be recorded of all meetings of the Executive Board. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting. The minutes shall reflect the fact that the meeting addressed the published agenda.

~~5.8~~5.7 Eligibility to Hold Office

~~5.8.1~~5.7.1 ~~To be eligible for election to the Executive Board, candidates must be~~Executive Board Members will be any natural person provided they:

5.7.1.1 are a member of the Society; ~~An Individual Member in accordance with clause 4.1.~~

5.7.1.2 meet the definition of Deaf as per this Constitution; ~~Deaf/deaf~~.

5.7.1.3 consent to and pass a criminal history check which would enable them to be an Officer as set out in the Act, for the purpose of ensuring the Executive Board of the Society is a safe environment for all; ~~Must consent to and pass a police check regarding: Charities Commission, Vulnerable Children Act and excludes speeding, parking infringements and DUI offences.~~

5.7.1.4 are not an employee of the Society, the Company, or any related operating subsidiary of the Society; ~~Not an employee of the organisation~~.

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5.7.1.5 m~~M~~eet the criteria of section ~~16(2)~~36B of the Charities Act or any replacement statutory provision; and ~~(2005)~~.

5.7.1.6 Are not disqualified from being an Officer of the Society by this Constitution or the Act.

PART 6. ELECTION

6.1 Method of Election:

6.1.1 Election for elected Executive Board members must be conducted by postal or electronic ballot prior to the Annual General Meeting.

6.1.2 Out-going/retiring Executive Board members may ~~also be re-elected~~stand for re-election.

6.1.3 All votes shall be received by the ~~Secretary~~ Chief Executive (or staff member delegated to by the Chief Executive) ~~to the Executive Boards~~ or other person appointed by the Executive Board from time to time. This person shall be the Returning Officer. The Executive Board may appoint an independent scrutineer to oversee the election process.

6.1.4 The Society's p~~P~~atrons (each a **Patron**) will be invited at the discretion of the Executive Board. There will be one Deaf and one Hearing ~~and one Deaf~~ Patron.

6.1.5 The Executive Board will recommend to the Annual General Meeting the names of the ~~Organisation's~~ Society's s~~S~~olicitor and ~~A~~auditor for approval and confirmation.

6.1.6 Any candidate standing for election (or re-election) to the Executive Board must complete the necessary forms and return them to the Returning Officer not less than 60 days prior to the Annual General Meeting.

6.1.7 Any person applying (or re-applying) for the position of President or Vice President must have had prior experience of serving on the Executive Board for a term of at least 12 months within five years prior to the date of election for the position.

6.1.8 All positions on the Executive Board are for a three (3) year term.

6.1.9 Each Executive Board member shall be elected by the eligible current members of the ~~Organisation~~ Society as ~~defined by clause 4.1.3~~ set out in clause 4.1.2 above through a postal vote prior to the Annual General Meeting held in an election year, and the elected Executive Board members shall take office on the Board at the conclusion of that Annual General Meeting.

6.1.10 In the event that the entire Executive Board is replaced by new Executive Board members then two (2) members of the previous Executive Board must remain for a minimum of six (6) months to guide the new Executive Board. These guiding former Executive Board members will not have voting power and will be selected by the Chief Executive and confirmed by the members at the Annual General Meeting.

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PART 7. ADMINISTRATION

7.1 Indemnity

7.1.1 The Society indemnifies each Officer against all losses and expenses incurred by them in carrying out their duties in relation to the Society except insofar as they contravene the Officer's duties under the Act or this Constitution. ~~Executive Board members of Deaf Aotearoa New Zealand are indemnified by Deaf Aotearoa New Zealand against all losses and expenses incurred by them in carrying out their normal duties except where the loss is due to their willful neglect or gross negligence.~~

7.2 Capacity

7.2.1 Subject to this Constitution ~~Deaf Aotearoa New Zealand~~ the Society 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**~~

~~**7.3.1** The Common Seal may only be used with the authority of the Executive Board or of a Committee acting under authority delegated to it by the Executive Board. Every document to which the Common Seal is fixed must be signed by any two members of the Executive Board, or any member of the Executive Board and or any other person authorised by the Executive Board.~~

~~7.4~~7.3 Funds and Property

~~7.4.1~~7.3.1 The funds and property of ~~Deaf Aotearoa New Zealand~~ the Society shall be administered by the Executive Board in accordance with this Constitution and devoted solely to the promotion of the purposes of the Society.

~~7.4.2~~7.3.2 All money received is to be paid to the credit of ~~Deaf Aotearoa New Zealand~~the Society at such bank as the Executive Board approves.

~~7.4.3~~7.3.3 All payments made by the Society will be authorised in accordance with delegated authorities that have been endorsed by the Executive Board.

~~7.4.4~~7.3.4 The financial year of ~~Deaf Aotearoa New Zealand~~ the Society shall end on the 30th day of June.

~~7.4.5 Cheques and other negotiable instruments are to be signed or endorsed in such a manner as the Executive Board directs.~~

~~7.4.6~~7.3.5 The books and accounts of ~~Deaf Aotearoa New Zealand~~the Society are to be audited annually by the a~~A~~uditor.

7.3.6 The Society's accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form, and the accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of the Society.

~~7.4.7~~7.3.7 The Executive Board will approve:

~~7.4.7.1~~

7.3.7.1 the annual budget for the Group; and

7.3.7.2 the audited accounts for the Group before the Statement of Accounts is

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presented to the Annual General Meeting.

~~7.5~~7.4 Legacies, Endowments, Contributions and Gifts

~~7.5.1~~7.4.1 Legacies, bequests or other gifts of money or real or personal property may be made to ~~Deaf Aotearoa New Zealand~~ the Society generally, or for the purpose of any specific object of ~~Deaf Aotearoa New Zealand~~the Society, and on such conditions (if any) as the Executive Board in its discretion may accept.

~~7.5.2~~7.4.2 The following provisions apply where the Executive Board is satisfied that any legacy, bequest, contribution or other gift made to ~~Deaf Aotearoa New Zealand~~the Society 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~~7.4.2.1 The Executive Board may make such payment or gift toward the satisfaction, relief or settlement of such claim as the Executive Board may in its absolute discretion think fit.

~~7.5.2.2~~7.4.2.2 The Executive Board may make the payment or gift referred to in ~~Rule~~ clause 7.4.2.1 above out of the property comprised in the legacy, bequest, contribution or other gift. or

~~7.5.2.3~~7.4.2.3 The Executive Board may act under ~~Rule~~ clause 7.4.2.1 above irrespective of whether ~~Deaf Aotearoa New Zealand~~ the Society has received in whole or in part, or expressed its acceptance of, the legacy, bequest, contribution or other gift.

~~7.5.3~~7.4.3 The Executive Board in acting under this clause may take into account any report and/or recommendation made by the solicitor or counsel representing ~~Deaf Aotearoa New Zealand~~ the Society in respect of any claim, threatened claim or legal proceeding.

~~7.5.4~~7.4.4 Any person authorised by the Executive Board may receive and give receipts for legacies, subscriptions, donations, or money bequeathed, made or given to ~~Deaf Aotearoa New Zealand~~ the Society and any receipt given is an effective discharge for the money or other property stated to have been received.

~~7.6~~7.5 Contact Person

~~7.6.1~~7.5.1 The Executive Board will appoint at least one (1) individual, usually the Chief Executive, and no more than three (3) individuals, as the Contact Person for the Purposes of the Act who will be the person(s) whom the Registrar can contact when needed.

~~7.6.2~~7.5.2 The Contact Person must be at least 18 years of age and ordinarily resident in New Zealand.

~~7.6.3~~7.5.3 In the event that there is a vacancy in in the position of Contact Person and the Society has no other Contact Person, the Executive Board will appoint a replacement Contact Person within 20 days after the vacancy occurs and ensure that notice of the change is sent to the Registrar in accordance with the Act.

~~7.6.4~~7.5.4 The Contact Person may be a member of the Executive Board.

~~7.7~~7.6 Register of Interests

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~~7.7.1~~ The Chief Executive will maintain an up-to-date Register of Interests disclosed by Officers.

7.7 Register of Members

7.7.1 The Chief Executive will keep an up-to-date Register of Members, recording each member's:

7.7.1.1 contact address;

7.7.1.2 phone number (landline and/or mobile);

7.7.1.3 email address;

7.7.1.4 the date the member became a member;

7.7.1.5 for each member who ceased to be a member within the previous seven (7) years, the former member's name and the date on which they ceased to be a member; and

7.7.1.6 any other information prescribed by regulations (if any).

7.7.2 Every member must promptly advise the Chief Executive of any change to their contact details.

7.8 Conflict of Interest

7.8.1 An Officer (which for the purposes of this clause 7.8.1 includes an Executive Board member and/or a member of a committee appointed in accordance with this Constitution) is interested in a Matter if that person:

7.8.1.1 may obtain a financial benefit from the Matter;

7.8.1.2 is a relation of or close personal acquaintance of a person who may obtain a financial benefit from the Matter;

7.8.1.3 may have a financial interest in a person to whom the Matter relates; or

7.8.1.4 is a partner, director, member of the board and/or committee, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates, including but not limited to the Company.

7.8.2 However, an Officer is not interested in a Matter:

7.8.2.1 merely because that person receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act;

7.8.2.2 if that person's interest is the same or substantially the same as the benefit or interest of all or more other member due to the membership of those members;

7.8.2.3 if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out their responsibilities under the Act or this Constitution; or

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7.8.2.4 if that person is a member of a union or that person's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

7.8.3 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);

7.8.3.1 to the Executive Board; and

7.8.3.2 in a Register of Interests kept by the Executive Board.

7.8.4 Disclosure must be made as soon as practicable after that Officer becomes aware that they are interested in the Matter.

7.8.5 Subject to the Act and any regulations made under the Act, an Officer who is interested in a Matter:

7.8.5.1 must not vote or take part in the decision of the Executive Board and/or committee relating to the Matter; and

7.8.5.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter; but

7.8.5.3 may take part in any discussion of the Executive Board and/or committee relating to the Matter and be present at the time of the decision of the Executive Board and/or committee (unless the Executive Board and/or committee decides otherwise).

PART 8. GENERAL MEETINGS

8.1 Annual General Meeting

8.1.1 The Annual General Meeting will be held: ~~at a time and place determined by the Executive Board from time to time~~

8.1.1.1 no later than six (6) months after the end of the Society's financial year (being the 30th day of June in each year), on a date and at a location determined by the Board; and

8.1.1.2 in accordance with any requirements in the Act and this Constitution.

8.1.2 At each Annual General Meeting the following business shall be transacted:

8.1.2.1 Consideration of the Annual Report for ~~Deaf Aotearoa New Zealand~~ the Society and any operating subsidiaries;

8.1.2.2 Consideration of the Statement of Accounts of ~~Deaf Aotearoa New Zealand~~the Society and the Auditor's Report;

8.1.2.3 Confirmation of the Patrons;

8.1.2.4 Confirmation of a~~A~~uditor and s~~S~~olicitor;

8.1.2.5 Consideration of any remit(s) submitted by any member(s) in accordance with the ~~c~~Constitution ~~and rules~~ of ~~Deaf Aotearoa New Zealand~~the Society;

8.1.2.6 Set~~t~~ing membership levies on the recommendation of the Executive Board;

8.1.2.7 Amendments to the C~~c~~onstitution;

8.1.2.8 Other business that can be properly transacted at the Annual General Meeting; and

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 Executive Board, 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 of any such Special General Meeting must specify the date and place of the meeting and the subject matter intended to be submitted to the meeting.

8.3 Notice of General Meetings

8.3.1 The Executive Board will give 90 clear days' notice in writing advising current members of the date of the Annual General Meeting, which must include:~~. Call for Executive Board nominations will be included with the notice.~~

8.3.1.1 a call for elected Executive Board member nominations and any vacancies; and

8.3.1.2 a proxy form to be completed in accordance with clause 8.4.4.

8.3.2 The Executive Board must give 30 clear days' notice of a Special General Meeting to each member, which must include:

8.3.2.1 a proxy form to be completed in accordance with clause 8.4.4.

8.3.3 The Notice of a General Meeting must also include:

8.3.3.1 the nature of the business to be transacted at the meeting in sufficient detail to enable a member to make a reasoned judgement in relation to it;

8.3.3.2 the text of any resolution or matter of business to be submitted at the meeting; and

8.3.3.3 the time and date and manner of the meeting.

~~8.3.2~~8.3.4 A General Meeting and its business will not be invalidated simply because one or more members do not receive the Notice.

8.4 Voting Procedures

8.4.1 Any a~~A~~ssociate ~~M~~member, although not a voting member, may attend and take part in the business and discussions of a meeting at the invitation of the person presiding over the meeting but is not entitled to vote on any question.

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8.4.2 Invitations may be extended to allied organisations and interested parties or persons to send representative observers for all General Meetings, or other meetings, as determined by the Executive Board. These people may be given an opportunity to speak, at the invitation of the person presiding over the meeting, but with no voting rights.

8.4.3 If a voting member is unable to attend the General Meeting, they may appoint another person to vote on their behalf (a proxy).

8.4.4 If a voting member wishes to appoint a proxy, she/he must do so by notice in writing. A proxy form will be sent out with the notice of the ~~Annual~~ 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 ~~registered~~ delivered to the Chairperson prior to the commencement of the ~~Annual~~ General Meeting.

8.4.5 All votes are cast in person by individual members present at any meeting and/or those holding a proxy vote for other voting members.

8.4.6 The outgoing Executive Board Members will remain and vote until the conclusion of the Annual General Meeting.

8.5 Conduct of Meetings

8.5.1 Any a~~A~~ssociate ~~M~~member, although not a voting member, may attend and take part in the business and discussions of a meeting at the invitation of the person presiding over the meeting but is not entitled to vote on any question.

8.5.2 Voting at a General Meeting will be as directed by the Chairperson (which may include electronic voting or otherwise).

8.5.3 The Chairperson may exercise a deliberative vote and may exercise a casting vote if there is an equality of votes.

8.5.4 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).

8.5.5 The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% of the members entitled to vote at a General Meeting and voting on the written resolution. Any such written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more members (in writing or by electronic signature).

8.5.6 Any resolution passed in accordance with this clause 8.5 will be binding on all members.

8.6 Quorum

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8.6.1 A quorum for an Annual General or Special General Meeting shall consist of no less than ten (10) eligible voting members present.

8.6.2 In the event that a quorum is not present within two (2) 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 (1) 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 The Annual Finance Report shall ordinarily be considered at the Annual General Meeting in accordance with 8.1.2.2. A Special General Meeting may take place if required to confirm the Annual Financial Report.

8.8 Remits and Amendments to ~~Rules~~Constitution

8.8.1 Members may submit remits for the Annual General Meeting of ~~Deaf Aotearoa New Zealand~~the Society 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 ~~c~~Constitution.

8.8.2 The Executive Board will give notice of remits and recommendations to all members 30 days prior to the Annual General Meeting.

8.8.3 Remits that are passed at an AGM will become effective ~~immediately after that AGM~~once registered with the Registrar.

8.9 Minutes

~~8.8.4~~8.9.1 The Executive Board must ensure that minutes are kept for all General Meetings.

~~8.9 Rule Changes~~

~~8.9.1 Subject to the provisions of the Act, the Rules of Deaf Aotearoa New Zealand 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 Annual or Special General Meeting of Deaf Aotearoa New Zealand 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 AGM.~~

PART 9. WINDING UP, AMENDMENTS, AND AMALGAMATION

9.1 Winding up

9.1.1 ~~Deaf Aotearoa New Zealand~~The Society 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 the Society ~~Deaf Aotearoa New Zealand~~, the Executive Board shall call a ~~Special~~ General Meeting ~~of Deaf Aotearoa New Zealand~~ to resolve how the surplus assets are to be disposed of.

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~~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 Aotearoa New Zealand~~ A resolution under this ~~Rule~~ clause as to the disposal of surplus assets must be passed by a simple majority of the voting delegates present in person or by proxy.

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.~~ If the Society is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution may be made to any member, and if any property remains after the settlement of the Society's debts and liabilities, the property must be given or transferred to another Not-For-Profit Entity as determined at a General Meeting.

9.2 Alterations to the Constitution

9.2.1 Subject to the provisions of the Act, this Constitution 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 Annual or Special General Meeting of which the required Notice has been given.

9.2.2 No amendment is to be approved if it has the effect of altering the charitable nature of the objects and purposes of the Society.

9.2.3 Notice of proposed changes / remits must be given to all members 30 days prior to the AGM.

~~9.2.1~~9.2.4 When an amendment to this Constitution is approved by a General Meeting it must be notified to the Registrar in the form and manner specified in the Act for registration and will take effect from the date of registration.

9.3 Amalgamation

9.3.1 The Society may be amalgamated in accordance with the provisions of the Act.

9.3.2 Any amalgamation proposal (as defined in the Act) must be approved by a resolution agreed to by at least two-thirds majority of all members entitled to vote and voting on the question (present in person or by proxy). This clause 9.3.2 modifies section 194(2)(a) of the Act.

PART 10. DISPUTE RESOLUTION

10.1 Dispute resolution process

10.1.1 The Society, Officers, and members must use the dispute resolution process in this Part 10 for resolving any Dispute which relates to the vision, mission, strategy, or membership of the Society as an incorporated society.

~~10.1.1~~10.1.2 The dispute resolution process in this Constitution does not apply to:

10.1.2.1 any advocacy matters relating to members or the Society's activities working and/or advocating on behalf of members; or

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10.1.2.2 any operational or staff-related matters relating to the Society,

which should be directed to the Company to deal with.

10.1.3 For the avoidance of doubt and without affecting any other provisions of this Constitution, the Executive Board may make any decisions and take any action of the Society set out in this Constitution.

10.2 How a Dispute is raised

10.2.1 A member or an Officer may raise a Dispute by giving to the Executive Board written notice that:

10.2.1.1 states the Member or Officer is starting a procedure for resolving a Dispute in accordance with this clause 10.1;

10.2.1.2 sets out the allegation to which the Dispute relates and whom the allegation is against; and

10.2.1.3 sets out any other information reasonably required by the Society.

10.2.2 The Society may raise a Dispute involving an allegation against a member or an Officer by giving the member or Officer a Notice in writing that:

10.2.2.1. states that the Society is starting a procedure for resolving a Dispute in accordance with this clause 10.1; and

10.2.2.2. sets out the allegation to which the Dispute relates.

10.2.3 The information given under clauses 10.2.1.3 and 10.2.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

10.3 Costs of Dispute

10.3.1 Without limiting clause 10.10.1.3, a complainant must meet their own costs of raising a Dispute.

10.4 Person who raises Dispute has right to be heard

10.4.1 A member or an Officer who raises a Dispute has a right to be heard before the Dispute is resolved or any outcome is determined.

10.4.2 If the Society raises a Dispute:

10.4.2.1. the Society has a right to be heard before the Dispute is resolved or any outcome is determined; and

10.4.2.2. an Officer may exercise that right on behalf of the Society.

10.4.3. Without limiting the manner in which the member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:

10.4.3.1. they have a reasonable opportunity to be heard in writing or at a face-to-face meeting (if one is held); and

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10.4.3.2. face-to-face meeting is held if the decision making considers it necessary; and

10.4.3.3. a face-to-face meeting (if any) is held before the decision maker; and

10.4.3.4. the member's, Officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

10.5 Person who is subject of Dispute has right to be heard

10.5.1 This Part 10 applies if a Dispute involves an allegation that a member, an Officer or the Society (the **Respondent**):

10.5.2.1. has engaged in misconduct;

10.5.2.2. has breached, or is likely to breach, a duty under this Constitution or the Act; or

10.5.2.3. has damaged the rights or interests of a member or the rights or interests of members generally.

10.5.2. The Respondent has a right to be heard before the Dispute is resolved or any outcome is determined.

10.5.3. If the Respondent is the Society, an Officer may exercise the right on behalf of the Society.

10.5.4. Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

10.5.4.1. 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;

10.5.4.2. the Respondent has a reasonable opportunity to be heard in writing or at a face-to-face meeting (if one is held);

10.5.4.3. a face-to-face meeting is held if the decision-maker considers it necessary;

10.5.4.4. a face-to-face meeting (if any) is held before the decision-maker; and

10.5.4.5. the Respondent's written statement or submissions (if any) are considered by the decision-maker.

10.6 Investigating and determining Dispute

10.6.1 The Executive Board must, as soon as reasonably practicable after receiving or becoming aware of a Dispute raised in accordance with this Constitution, ensure that the Dispute is investigated and determined.

10.7 Executive Board may defer Dispute

10.7.1 Despite clause 10.6.1 the Executive Board may refer a Dispute to:

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10.7.2.1. a disputes subcommittee or an external person to investigate and report; or

10.7.2.2. a disputes subcommittee, arbitral tribunal or an external person to investigate and make a decision.

10.7.2 The Executive Board may, with the consent of all parties to a Dispute, refer the Dispute to any type of consensual dispute resolution (for example, mediation, facilitation or tikanga based practice).

10.8 Executive Board may decide not to proceed further with Dispute

10.8.1 Despite clause 10.6.1 the Executive Board may decide not to proceed further with a Dispute if:

10.8.1.1. the Dispute is trivial;

10.8.1.2. the Dispute does not appear to disclose or involve any allegation of the following kind;

(a) that a member or an Officer has engaged in material misconduct;

(b) that a member or an Officer, of the Society has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or

(c) that a member's rights or interests, or member's rights or interests generally, have been materially damaged.

10.8.1.3. the Dispute appears to be without foundation or there is no apparent evidence to support it;

10.8.1.4. the person who raised the Dispute has an insignificant interest in the matter;

10.8.1.5. the conduct, incident, event or issue giving rise to the Dispute has already been investigated and dealt with under this Constitution; or

10.8.1.6. there has been an undue delay in raising the Dispute.

10.9 Decision-makers

10.9.1 The Executive Board or any such disputes subcommittee or person considering and determining a Dispute in accordance with this Constitution is referred to in this Constitution as the "decision-maker".

10.9.2 A person may not act as the decision-maker in relation to a Dispute if two (2) or more Executive Board Members or any disputes subcommittee consider that there are reasonable grounds to believe that the person may not be:

10.9.2.1. impartial; or

10.9.2.2. able to consider the matter without a pre-determined view.

10.10 Resolving Disputes

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10.10.1 The decision-maker may:

10.10.1.1. dismiss a Dispute in accordance with clause 10.8;

10.10.1.2. make such directions as the decision-maker thinks appropriate (with which the Society and members must comply);

10.10.1.3. order the complainant (if a member) or the member complained against, to meet any of the Society's reasonable costs in dealing with a Dispute; and/or

10.10.1.4. uphold a Dispute and:

(a) reprimand or admonish the member; and/or

~~(a)~~(b) suspend the member from membership for a specific period.

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