Remit/Motion	Summary	Executive Board Comment
Executive Board Remits	**New Vision for DANZ**	The Executive Board is proposing to update DANZ's vision and provides four (4) choices to choose from.
	Membership ceases if a member brings DANZ into disrepute	This new rule will mean that if a member acts in a way that harms DANZ's reputation, their membership can be ended. While this kind of wording is not required under the Incorporated Societies Act 2022, it is commonly included in society constitutions. It helps to make clear what kinds of behaviour are not acceptable, and supports a respectful, accountable community.
	Introduction to dispute resolution process	The Incorporated Societies Act 2022 means that DANZ must include the compulsory dispute resolution process in its updated constitution. This new rule will help to explain how that dispute resolution process works in practice (i.e. when members should use it). This helps to keep DANZ's constitution consistent with other societies.
	New Constitution for re-registration under the Incorporated Societies Act 2022	DANZ is an incorporated society. Under the Incorporated Societies Act 2022, DANZ must re-register by 5 April 2026 or it will no longer exist as an incorporated society. To re-register, DANZ needs to update its constitution to meet the new legal requirements. The Executive Board has proposed a revised constitution that includes these changes.

		Every society in New Zealand must go through this process. If DANZ does not re-register, the consequences will be very serious. DANZ would lose its legal status, which would also affect DAHL. This could lead to: • DANZ losing access to its bank accounts • DAHL could lose its charitable status, which would mean it cannot apply for many grants. This will mean less money available to provide services to members • Deaf staff may lose their jobs • DANZ potentially losing ownership of its assets such as buildings • Existing government contracts being put at risk and reduced services for members • Members becoming personally liable The Executive Board wants to make it clear: **re-registering by 5 April 2026 with a compliant constitution is essential** to protect DANZ, DAHL, and all members.
Executive Board Motion	**Governance Motion**	This year's remits and motions submitted by members have raised important questions about how Deaf Aotearoa works – and whether it could work better. The Executive Board believes these questions deserve careful thought. To support this, the Executive Board is proposing a working group including

		independent experts and members to review Deaf Aotearoa's constitutional structures and governance. This process will give all members a chance to be involved, including in helping shape any changes that come out of the review. The Executive Board wants to make sure that a suitable amount of time is taken to work through any governance changes needed to ensure Deaf Aotearoa works well, including making sure that all members of the Deaf community have an opportunity to be understood and commitments to Te Tiriti o Waitangi and Turi Māori are met.
Member Submitted Remits	The Executive Board acknowledges that the remits and motions submitted by members reflect important aspirations for Deaf Aotearoa. However, if passed these proposals would lead to major structural changes to DANZ and DAHL, creating risks that may result in less funding for services for members and the Deaf community. The risks of such a major structural and rapid change at an AGM include: • Major funders questioning the stability of the two organisations and withdrawing funding • Important stakeholders (including the DPO) questioning the stability and competence of the two organisations, resulting in reduced confidence in the advice and advocacy provided on behalf of members and the Deaf community • Employment issues due to the change in the Chief Executive's contract The Executive Board recommends working collaboratively with members over the coming year to find a way forward that avoids these risks – while still supporting strong governance, clear roles and responsibilities, and meaningful member engagement. Together we	

	can build a future that strengthens Deaf Aotearoa without compromising its stability.	
	New clause in Part 5 Executive Board – CEO of DANZ must not hold executive role in DAHL* **Note: two versions of this remit were received, and so the second is taken to replace the first*	The Executive Board has concerns about this proposal and believes it does not reflect standard governance practice. It is common for charities to have shared leadership across related entities (for instance the IHC group). In this case, DAHL is fully owned by DANZ and their purposes are aligned – so concerns about conflicts of interest or blurred lines may be based on a misunderstanding of how governance typically works in the charitable sector. There are good processes in both Boards to manage conflicts of interest. Splitting leadership between DANZ and DAHL could actually make governance more complicated, increasing rather than reducing the chance of conflicts of interest. The Executive Board recommends careful consideration before making any leadership or structural changes, to ensure they support good governance without creating unnecessary risks.
	Member Engagement	The Executive Board has concerns about this proposal: • It may overlook members' existing rights – especially the right to request information under the Incorporated Societies Act 2022, which will apply as soon as DANZ re-registers.

		• It could be impractical, as it would commit the Executive Board to holding meetings that have not been clearly defined and may be difficult to deliver. • It does not include any detail about how meetings would work, how accessible they would be, or what they might cost. Without this clarity there is a risk of disputes – or even discrimination – if some members cannot access the meetings. The Executive Board recommends that engagement options are properly explored and discussed with members before any formal obligations are added to the constitution.
	Resourcing of the Executive Board	The Executive Board has concerns about this proposal: • DAHL already provides funding, staffing, and administration support to DANZ. This is built into DAHL's constitution and practice. The Executive Board also approves the annual budget for the organisation, including the funding allocated to its own work. • Changing how resources are allocated – without proper planning – could put the charity status of either or both organisations at risk. • Changing clauses in the constitution cannot safely or effectively restructure the

		relationship between two separate legal entities. The Executive Board recommends a cautious approach. Before making any structural or funding changes, a strategic review of resourcing and governance alignment should be carried out.
	Managing Director remit bloc: **a) Replace "Chief Executive" with "Managing Director"** **b) Appointment and employment of Managing Director** **c) Independence of the Managing Director**	The Executive Board is concerned that the idea of a "conflict of interest" between DANZ and DAHL may have been misunderstood. The Executive Board reiterates that it is common for charities to have shared leadership across related entities (for example iwi organisations). In this case, DAHL is fully owned by DANZ, and both organisations share the same charitable goals, so there is no automatic conflict. The Executive Board has concerns about these three proposals: • "Managing Director" is a term usually used in companies (to describe the chief executive who is also a board member), not incorporated societies like DANZ. Using it could confuse people about DANZ's legal structure, and it may lead people to assume that the Managing Director is a full board member. • DANZ does not have its own income stream and may not be in a position act as an employer. In 2015, a strategic decision was made to move all staff under DAHL to reduce risks for the

		Executive Board. That reasoning still holds. • Splitting leadership between DANZ and DAHL could make governance more complicated. It could lead to misalignment, more work for both Boards, greater legal risk, and actually increase the chance of conflicts of interest. The Executive Board recommends a cautious approach. Before making any structural changes, it is important to explore governance models carefully and take time to consult with members.
Member Submitted Motions	**Governance Policy, Transparency, and Member Development**	The Executive Board supports the goal of strengthening governance at DANZ. Executive Board members have received regular governance training over the last decade, and mentoring when they join the Executive Board. However, the Executive Board recommends caution. Before committing to provide governance training for all members in the constitution, we need to understand the costs and whether it is practical to deliver. This should be carefully scoped first, to ensure that training is valuable and suitably supported. Any expenditure towards governance training for members will be at the expense of current service provision to members.
	Annual Executive Board Budget, and Expenditure Reporting	The Executive Board is concerned that this motion would create unnecessary duplication.

		DANZ and DAHL already prepare consolidated audited financial statements that meet legal requirements. These are publicly available on the Charities Register. Members can ask questions about the finances at any time (not just at the AGM). Creating additional reporting requirements would be inefficient and unlikely to add value, and will come at a cost to DANZ to prepare extra accounts (taking money off services for members).
	Direction to Execute Shareholder Resolution	The Executive Board is concerned that this motion risks misalignment between DANZ and DAHL, and may weaken the strategic connection between the two organisations. There is also a serious risk that the proposed changes to DAHL's constitution could put its charity status in jeopardy. The Executive Board recommends a cautious approach. Any changes to structure or governance should be carefully reviewed to protect both organisations and ensure they remain aligned.
	Implementation of Governance Alignment and Resourcing Framework	The Executive Board supports the goal of strengthening governance at DANZ. However, the Executive Board recommends caution. While flexible policies can be a good way to guide governance, it may not be wise to lock DANZ and DAHL into binding

		contractual commitments with each other. These could limit their ability to adapt over time or respond to changing needs of the Deaf community, including limiting their ability to seek additional funding. The Executive Board recommends that any governance improvements should be carefully considered to ensure they support long-term sustainability and flexibility.