Deaf Aotearoa New Zealand INC.

Deaf Aotearoa New Zealand Constitution Changes

If you think the Constitution could be strengthened by changing some of the words or clauses, please write your proposed change/s in the box below, with a clear reason why the change is needed.

Proposed Change – (Please state the rule number being changed and change you want to see – e.g. the new wording.) Please see attached 7 pages containing 3 remit bundles, and 3 motions.
Reason (Proposed changes to the Constitution MUST include a clear reason why the change is needed.) Reasons are given in attached documents.

Sending remits, see details below:

Post to:
Deaf Aotearoa NZ Inc.
PO Box 25-439
Wellington Central 6146

OR

Email to:
Executive Assistant Tyler Johnston
Tyler.Johnston@deaf.org.nz

Must be received no later than 5.00pm 23rd September 2025

Name: Sonia Pivac **Date:** 23/09/2025

Signed: _____

Name: Anthony Sammons **Date:** 23/09/2025

Signed: _____

Members, kia ora koutou katoa – NZSL: www.bit.ly/danz-agm

At this year's **Deaf Aotearoa AGM**, we have submitted a set of remits and motions to strengthen how **your Society** is governed. **Our goals are to:**

- Put stronger focus on member representation and engagement
- Build open, inclusive, and well-resourced governance of the Society
- Make roles clear between the Executive Board (Society) and the Company (DAHL)

This is about structure, not people. These changes aim to make the Society more **transparent, accessible and accountable** to you - the members. These remits are being put forward by two former Executive Board members, drawing on their governance knowledge and experience. Our purpose is simple: **to give current and future Executive Boards the tools, clarity and support they need to represent members properly.**

NZSL videos explaining each remit and motion:

www.bit.ly/danz-remit-1	www.bit.ly/danz-remit-2	www.bit.ly/danz-remit-3
www.bit.ly/danz-motion-1	www.bit.ly/danz-motion-2	www.bit.ly/danz-motion-3
www.bit.ly/danz-motion-4		

Questions?

Sonia Pivac - sonia@pivac.nz
Anton Sammons - anthonysammons@gmail.com

Remits:

1. Member Engagement

That a new clause, 5.6.8, be inserted in Part 5.6 (Functions of the Executive Board):

> *To keep members regularly informed and must provide genuine opportunities for consultation on advocacy, policy, and other significant matters. This shall include, at minimum, member communications and at least two consultation meetings each year, enabling members to actively contribute to the Society's representative work.*

Rationale:

What will change (if agreed)

- The Executive Board must keep members informed regularly.
- The Executive Board must provide real chances for members to give feedback.
- At least two consultation meetings each year, plus clear communication in-between.

Why is this important?

- Right now, the Executive Board only has to report at the AGM. This remit strengthens member engagement.
- Members deserve a real say in advocacy and policy decisions.
- This change puts members 'voices/signs' at the heart of governance.

What it means for you as a member

- More regular updates on important issues.
- Real opportunities to contribute your views.
- A stronger voice in the Society's advocacy and decisions.

2. Resourcing of the Executive Board

That a new clause, with the heading 'Resourcing of the Executive Board' be inserted immediately after current Part 5.6 (Functions of the Executive Board). Subsequent clauses to be renumbered accordingly:

> *5.7 Resourcing of the Executive Board*
>
> *5.7.1 The Executive Board shall be resourced with the financial, staffing, administrative, policy, and information/briefing support reasonably required to fulfil its governance, representative and advocacy duties as the representative body of the Deaf community in Aotearoa New Zealand, consistent with the Society's Objects and Purposes.*
>
> *5.7.2 The Company, being wholly owned by the Society, must work with the Executive Board to secure and provide such resources. This resourcing shall be confirmed through the annual budgeting process, following discussion between the Executive Board and the Company's Board of Directors, and must be provided in good faith, in the best interests of the Society as shareholder, and in compliance with the duties of the Company and its Directors under the Companies Act 1993.*

Rationale:

What will change (if agreed)

- The Constitution will say the Executive Board must have its own resources.
- The Company, owned 100% by the Society, must work with the Executive Board to provide money, staff, admin and information support.
- This resourcing will be agreed each year in the budget, through a meeting between the Executive Board and the Company's Directors.

Why is this important?

- The Society relies on limited resources. The Company holds greater capacity and has more resources.
- Because the Executive Board is not resourced, important tasks are sometimes missed or taken on by the Company instead.
- This remit makes resourcing the Executive Board a clear, constitutional duty, not an optional extra.

What it means for you as a member

- An Executive Board that can do its job to represent members.
- A stronger voice, backed by the Executive Board's own tools and support.
- Less blurring between the Company, as resourcing must be confirmed openly each year in the budget.

3. Managing Director remit bloc (following three remits voted together)

a. Replace "Chief Executive" with "Managing Director"

That throughout the Constitution, every reference to "Chief Executive" be replaced with "Managing Director", including (but not limited to) clauses currently numbered 2.1 (Definitions), 4.1.1, 4.1.2, 4.4.1, 5.6.7, 5.7.5, 6.1.10, 8.1, and any other occurrences, together with any references introduced by other constitutional amendments adopted at the same General Meeting. For the avoidance of doubt, this amendment does not apply to new clause 5.6.7.1 as set out below.

b. Appointment and employment of Managing Director

That current clause 5.6.7 is amended to read:

> *To appoint, dismiss, instruct, and support the Managing Director, and to delegate to the Managing Director such functions and powers as the Executive Board may from time to time decide. The Managing Director will manage and appoint any extra staff needed to support the Executive Board's work.*

c. Independence of the Managing Director

That a new subclause be inserted in Part 5.6 (Functions of the Executive Board) immediately after the current clause 5.6.7, with subsequent clauses renumbered accordingly:

> *5.6.7.1 The Managing Director must not simultaneously hold the position of Chief Executive Officer, or any equivalent executive office, nor be a director, officer, or employee of the Company.*

<u>Rationale:</u>

What will change (if agreed)

- The Society's "Chief Executive" role will now be called Managing Director.
- The Managing Director will work for the Executive Board, not for the Company.
- The Executive Board appoints the Managing Director.
- The Managing Director can bring in staff if needed to support the Executive Board.
- The Managing Director cannot also work for the Company (no double roles, no conflicts).

Resolutions

Effect of these Motions:

If carried by a majority of members entitled to vote, each motion becomes a binding instruction to the Executive Board under clauses 5.1.1 and 8.1.2 of the Society's Constitution.
For Motion 3 (Shareholder Resolutions), this includes signing and lodging the shareholder resolution on behalf of the Society as sole shareholder of Deaf Aotearoa Holdings Ltd (DAHL). These directions relate only to the governance relationship between the Society and DAHL and do not extend to DAHL's day-to-day management.

Motion 1: Governance Policy, Transparency, and Member Development

Purpose:

To strengthen transparency and governance capability by:

- Giving members access to all governance policies and a Governance Manual;
- Providing training for members and potential Executive Board candidates.

Formal Motion:

That the members of Deaf Aotearoa New Zealand Incorporated, at this General Meeting, direct the Executive Board to:

1. Publish and maintain online access to all current and future *governance policies of the Executive Board.* That is, policies which define how the Society is governed and how the Executive Board exercises its powers and accountabilities to members, and keep them accessible to members at all times.
2. Maintain a comprehensive Governance Manual, containing all current governance policies and procedures formally adopted by the Executive Board.
3. Provide governance training opportunities for members and prospective Executive Board candidates to strengthen participation, knowledge, and leadership within the Deaf community.

This motion applies within the Society's existing or any future governance arrangements and does not require the release of confidential, legal, or personal records. It complements existing obligations under the Society's Constitution and the Incorporated Societies Act 2022.

Motion 2: Annual Executive Board Budget, and Expenditure Reporting

Purpose:

To give members a clear, stand-alone picture of the Executive Board's activities and spending, separate from the Company's accounts.

Formal Motion

That the members of Deaf Aotearoa New Zealand Incorporated, at this General Meeting, direct the Executive Board to:

1. Prepare and present, at each Annual General Meeting, a stand-alone Executive Board budget and expenditure report that sets out the financial resources allocated to, and spent by, the Executive Board in carrying out its governance, representative, and advocacy functions.
2. Ensure this report is made available to members for their information, in addition to (and clearly distinguished from) the Society's consolidated audited financial statements and any external statutory reporting.
3. Present the report annually as part of the Executive Board's annual report to members, beginning with the next Annual General Meeting.

This motion applies within the Society's existing or any future governance arrangements and does not alter any legal or financial obligations under the Society's Constitution, the Companies Act 1993, or the Charities Act 2005.

Motion 3: Direction to Execute Shareholder Resolution

Purpose:

To clarify the governance relationship between Deaf Aotearoa New Zealand Inc. (the Society) and its wholly-owned subsidiary Deaf Aotearoa Holdings Ltd (DAHL) by aligning DAHL's constitution and reporting lines with the governance remits adopted at this Annual General Meeting, ensuring clear accountability and consistency across both entities.

Formal motion:

That the members of Deaf Aotearoa New Zealand Incorporated, at this General Meeting, direct the Executive Board to execute the following shareholder resolution as the Society's sole shareholder of the Company (Deaf Aotearoa Holdings Ltd):

—

Deaf Aotearoa New Zealand Inc.

(Sole Shareholder of Deaf Aotearoa Holdings Ltd)

Shareholder Resolution – Governance Alignment of Executive Roles

The Society, as sole shareholder of Deaf Aotearoa Holdings Ltd ("the Company"), resolves that:

1. **Distinct Roles**
   The Chief Executive Officer of the Company must not also hold the position of Managing Director (or any equivalent senior employee role) of the Society.

2. **Reporting Lines**
   The Chief Executive Officer of the Company will report only to the Company's Board of Directors, and not to the Society's Managing Director or the Society's Executive Board.

3. **Amendment to the Company constitution #1**
   That, in accordance with section 32 of the Companies Act 1993 and clause 2.6 of the Constitution, clause 2.1 be amended to read as follows, with the insertion of a new clause 2.1(a) and the consequential renumbering of the existing subclauses (a) to (g) as subclauses (b) to (h):
   "2.1 Charitable Purposes
   The Company is established to carry on business and to hold the capital as well as the income from time to time arising, except as provided in clause 2.1(a), in such manner as the Directors shall in their discretion think fit, for the furtherance of the following charitable purposes

   (a) The Company shall, as a wholly owned subsidiary of Deaf Aotearoa New Zealand Inc ("the Society"), provide the financial, administrative, staffing, policy, and information support reasonably required for the Society's Executive Board to perform its governance, representative, and advocacy functions. Such resourcing shall be agreed through the Company's annual budget process, in consultation with the Society's Executive Board, and

provided in a manner that maintains the Company's operational independence and financial sustainability."

4. **Amended to the Company constitution #2**
   That in accordance with section 32 of the Companies Act 1993 and clause 2.6 of the Constitution, current clause 9.1 c) is amended to read as:

   "Two members of the Executive Board of the Society must be appointed as Directors. Any additional Director appointed:"

5. **Implementation**
   The Board of Deaf Aotearoa Holdings Ltd is directed to:
   - update the Company's constitution and governance documents to reflect this governance alignment of roles, and
   - provide the Society with a written plan and timeframe to give effect to this resolution, taking into account any existing employment agreements; and
   - Provide concise regular reports to the Society's Executive Board, in its capacity as sole shareholder, summarising the Company's financial performance, strategic progress, and any significant risks or issues relevant to the Society's shareholder interests.

Nothing in this resolution is intended to prevent appropriate operational collaboration, information-sharing, or project work between the Society's Managing Director and the Company's Chief Executive Officer as agreed by the respective Boards.

Dated: _____

Signed for and on behalf of
Deaf Aotearoa New Zealand Inc.
(as sole shareholder of Deaf Aotearoa Holdings Ltd)

President – Executive Board

Chairperson / Executive Board

—

Motion 4: Implementation of Governance Alignment and Resourcing Framework

Purpose:

To provide a structured, transparent, and cooperative mechanism for the Society and the Company to implement the constitutional remits. It promotes coordination and shared objectives, ensures clarity of responsibilities, and allows future Boards to update or refine the agreement without further constitutional amendment.

This framework is to give practical effect to the newly adopted constitutional provisions, ensuring clarity, accountability, and strategic alignment between the Society and the Company while maintaining each entity's financial sustainability and clearly defined operational roles. The framework shall be consistent with the duties of directors under the *Companies Act 1993* and shall build on existing governance and reporting processes to avoid unnecessary duplication.

Moved:
That upon the successful passing of the constitutional remits by the members of Deaf Aotearoa New Zealand Incorporated (the Society), the Executive Board is hereby directed to develop and implement a formal written agreement or policy framework to guide the ongoing relationship between the Society and its subsidiary, Deaf Aotearoa Holdings Limited (the Company).

Scope:
The framework shall be developed collaboratively between the Executive Board and the Company Board and should include, but not be limited to, the following components:

1. **Service Level Agreement (SLA)**
    - A formal agreement outlining the financial, staffing, administrative, and policy-support resources that Company will provide to the Society's Executive Board and Managing Director.
    - The SLA is to be reviewed and approved annually by both Boards as part of the budget process.
2. **Strategic Alignment and Reporting**
    - A protocol for regular and transparent communication between the Society's Managing Director and the Company Chief Executive Officer, including periodic (for example quarterly) reports demonstrating how the Company's operations support the Society's charitable purposes and strategic objectives.
3. **Financial Clarity and Accountability**
    - A requirement that the Society maintain a separate, stand-alone budget for its activities, with the Company-provided resources itemised clearly to ensure transparency and protect the integrity of the Society's finances.
4. **Governance and Leadership Cohesion**
    - A process for regular joint meetings (for example annual or biannual) between the Executive Board and the Company Board to promote cooperation, address shared priorities, and maintain a common strategic direction for the benefit of the Deaf

community.

5. **Member Transparency**
    - The Executive Board shall report annually to members on the status of the agreement or framework, including any significant changes to the resourcing arrangements or governance alignment.