Deaf Aotearoa New Zealand Inc. Constitution

Adopted 9 November 2008

Amended 2013

Amended 16 November 2019

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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

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

"AGM" means the Annual General Meeting of Deaf Aotearoa New Zealand.

"Chief Executive" means the Chief Executive appointed by the Executive Board under Rule 5.6.7.

"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.

"Shareholder" means Deaf Aotearoa New Zealand Incorporated as the person, persons, or entity owning the shares of the company.

"The Company" means Deaf Aotearoa Holdings Ltd operating the business interests of Deaf Aotearoa New Zealand Incorporated as defined in PART 3.4.1 of this Constitution.

"The Society" means Deaf Aotearoa New Zealand Incorporated.

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 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 & 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 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, 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 decisions by majority.

3.4.1

3.4.2 To borrow, raise money, and mortgage, initiate a charge or lien over the property of Deaf Aotearoa New Zealand or parts of it;

3.4.3 Rent, lease, hire, purchase, acquire, sell, surrender or dispose of any interest in real or personal property;

3.4.4 Invest and deal with any of the monies or assets of Deaf Aotearoa New Zealand not immediately required, upon such securities as the EB may from time to time determine or approve; and

3.4.5 Affiliate with, subscribe to, donate to, or become a member of any Body or Organisation whose objects are similar to those of Deaf Aotearoa New Zealand.

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 Deaf Aotearoa New Zealand may apply by filling out a form and sending it to the Chief Executive or by delivery to a Deaf Aotearoa New Zealand 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 Aotearoa New Zealand 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.

4.4 Forfeiture of membership

4.4.1 Any member of Deaf Aotearoa New Zealand 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 Deaf Aotearoa New Zealand 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 Deaf Aotearoa New Zealand.

PART 5. EXECUTIVE BOARD

5.1 The Executive Board ("EB")

5.1.1 Deaf Aotearoa New Zealand shall be governed by the Executive Board (EB) which shall have the full responsibility and authority for policy and control of Deaf Aotearoa New Zealand subject only to applicable law and any amendments to them, and to any directions given at any general meeting of Deaf Aotearoa New Zealand 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 a minimum of 5 members and a maximum of 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 Board.

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 Board will hold office for a period of three years. At the end of each Annual General Meeting all these elected members of the Board will retire from office. A member retiring is eligible for re-election.

5.2.5 Appointment of 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 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 EB meeting, each EB member is entitled to one vote including President and Chairperson. Advisors do not have the right to vote during their agreed time on the EB. When there is an equality of votes, the motion fails.

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

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

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 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 Board and be involved in any discussions during a Board meeting. The co-opted members will not have any voting rights on the Executive Board.

5.4 Employees not eligible to be Board members

5.4.1 Employees employed by the Company or Deaf Aotearoa New Zealand Incorporated or any related operating subsidiaries will not be members of the EXECUTIVE BOARD either as elected or Replacement Board Members

5.5 Resignation and removal of Board members

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

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.

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

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

5.5.6 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 Board members taken at a properly constituted meeting of the EXECUTIVE BOARD.

5.6 Functions of the EB

5.6.1 The EXECUTIVE BOARD shall have all the powers conferred by the 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:

5.6.2 To carry out the goals / objects of Deaf Aotearoa New Zealand:.

5.6.3 To represent Deaf Aotearoa New Zealand in dealing with the Government on policy matters.

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

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

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

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

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 Over 50% of the voting members of the EB will form a quorum for a meeting of the EB.

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

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

5.7.6 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 that the meeting addressed the published agenda.

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 Must consent to and pass a police check regarding: Charities Commission, Vulnerable Children Act and excludes speeding, parking infringements and DUI offences.

5.8.1.4 Not an employee of the organisation

5.8.1.5 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 or electronic ballot conducted prior to the TGM.

6.1.2 Out-going / retiring EB members may also be re-elected.

6.1.3 All votes shall be received by the Secretary to the 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 Patrons will be invited at the discretion of the Board. There will be one Hearing and one Deaf Patron.

6.1.5 The EXECUTIVE BOARD will recommend to the AGM the names of the Organisation's Solicitor and 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 AGM.

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 EB 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 Board are for a three year term.

6.1.9 Each Board member shall be elected by the eligible current members of the Organisation as defined by clause 4.1.3 above through a postal vote prior to the Annual General Meeting held in an election year, and the elected 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 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 Annual General Meeting.

PART 7. ADMINISTRATION

7.1 Indemnity

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 wilful neglect or gross negligence.

7.2 Capacity

Subject to this Constitution Deaf Aotearoa New Zealand 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 Aotearoa New Zealand 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 Aotearoa New Zealand 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 Aotearoa New Zealand shall end on the 30th day of June.

7.4.5 The books and accounts of Deaf Aotearoa New Zealand 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 Aotearoa New Zealand generally, or for the purpose of any specific object of Deaf Aotearoa New Zealand, 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 Aotearoa New Zealand 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 Aotearoa New Zealand 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 Aotearoa New Zealand 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 Aotearoa New Zealand 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 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

8.1.2 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 and any operating subsidiaries;

8.1.2.2 Consideration of the Statement of Accounts of Deaf Aotearoa New Zealand 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 Aotearoa New Zealand;

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 AGM;

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 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 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. 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 at the invitation of the person presiding over the meeting but is not entitled to vote on any question.

8.4.2 Invitations may be extended to allied organisations, and interested parties or persons to send representative observers for all AGM's, 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 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.

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 prior to the commencement of the AGM

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 Board Members will remain and vote until the conclusion of the AGM

8.5 Conduct of Meetings

8.5.1 Any Associate 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 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 an Annual 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 is 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 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

8.8.1 Members may submit remits for the TGM of Deaf Aotearoa New Zealand 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 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.

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

9.1 Winding up

9.1.1 Deaf Aotearoa New Zealand 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 Aotearoa New Zealand, the EB shall call a Special General Meeting of Deaf Aotearoa New Zealand 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 Aotearoa New Zealand. 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 Aotearoa New Zealand Incorporated by three Members, namely:

The President

Executive Board Member

Executive Board Member

In the presence of:

The Common Seal of

DEAF AOTEAROA NEW ZEALAND INCORPORATED

was hereto affixed.