



The Constitution and the Rules of
Wellington Deaf Society Incorporated

(Incorporated Society 216211)

Last Amended on 28th May, 2017

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1. Name

- 1.1. The name of the organisation is Wellington Deaf Society Incorporated, (WDS)

2. Definition and Interpretation

- 2.1. In this Constitution, unless the context otherwise requires, the following words and expression have the meanings given to them in this clause:

“AGM” means Annual General Meeting.

“Appointed Board Member” means a member of the Board appointed under *Rule 17*.

“Associate Member” means an individual described in *Rule 6.3*.

“Constitution” means this Constitution.

“Board” means the Board of Wellington Deaf Society.

“Board Member” means a member of the Board including Elected Board Members and Appointed Board Members.

“Deaf” means any person who are Deaf or deaf.

“Elected Board Member” means a member of the Board defined under *Rule 17*.

“General Meeting” means an AGM or SGM.4

“General Manager” means the person appointed under *Rule 24.1.1* responsible for the management of the Society.

“Honorary Member” means an honorary Member described in *Rule 6.5*.

“Full Member” means an individual described in *Rule 6.2*.

“Life Member” means a life member described in *Rule 6.4*.

“Member” means and includes all classes of members of Wellington Deaf Society described under *Rule 6*.

“NZSL Community” means those persons who use New Zealand Sign Language.

“Objects” means the objects of Wellington Deaf Society described under *Rule 4*.

“Officer” means an Officer of the Society describe under *Rule 17.1*.

“Ordinary Resolution” means a motion passed by a majority of votes cast.

“Patron” means the person appointed as the patron of Wellington Deaf Society as defined in *Rule 26*.

“President” means the President of Wellington Deaf Society with duties in *Rule 25.1*.

“Register” means the register of Members specified in *Rule 10*.

“Rules” means these Constitution rules and “Rule” shall have a corresponding meaning.

“Secretary” means the person responsible for the Society’s register and other responsibilities defined in *Rule 25.2*.

“SGM” means Special General Meeting.

“Special Resolution” means a motion passed by two-thirds of votes cast.

“Society” means Wellington Deaf Society Incorporated.

“Treasurer” means the person responsible for the maintenance of the Society’s financial accounts, defined in *Rule 25.3*.

“WDS” means Wellington Deaf Society Incorporated.

2.2. In this constitution

- the singular includes the plural and vice versa;
- any reference to any Act, regulation, by-law, policy, deed, charter, procedure or document includes any amendment to it and any replacement passed in substitution for it;
- references to a person includes incorporated bodies and unincorporated groups;
- headings are for reference only and do not assist interpretation;
- derivatives of any term defined in this constitution have a corresponding meaning; and
- any approval, decision, requirement or action by WDS or the Board may be undertaken by the Board or by such person to whom the Board has given authority.

The Society

3. Status

- 3.1. This Constitution shall be effective on and from the Date approved by the Registrar of Societies.
- 3.2. Wellington Deaf Society is a society established in 1938, and incorporated on 25th February 1954, under the Incorporated Societies Act 1908.
- 3.3. It is recorded that the Society included the Societies originally operated under the incorporated name "The Wellington Deaf Society" and unincorporated name "Wellington Deaf Social Club".
- 3.4. The Registered Office of the Society shall be at such place as the Board of the Society shall from time to time determine.

4. Objects

The objects of the Society shall be:

- 4.1. To promote the welfare of Deaf persons in the community;
- 4.2. To promote Deaf culture and the use of sign language in the community;
- 4.3. To educate the public in awareness of deafness in order to promote communication with deaf people and provide appropriate assistance;
- 4.4. To assist those responsible for the education and welfare of deaf children by making available to them the experience Deaf adults;
- 4.5. To co-operate with and assist institutions of persons offering technical or vocational or other training for Deaf persons;
- 4.6. To recognise and promote the right of Deaf persons to communicate whatever manner they prefer;
- 4.7. To promote the recognition of New Zealand Sign Language as a language in its own right and to assist any measure for spreading knowledge of the language.

- 4.8. To resist discrimination against Deaf people on the grounds of methods of communication and any other grounds relating to deafness;
- 4.9. To promote good fellowship among members of the Society and to provide facilities for indoor and outdoor recreation, entertainment and assemblies;
- 4.10. To liaise with organisations having similar aims, both within New Zealand and overseas for the benefits of the Society and other Deaf people.

5. Powers

- 5.1. The powers listed in this rule shall only be used to further the charitable purposes of WDS in accordance with *Rule 4.0*. WDS has the power, subject to this Constitution, to:
 - 5.1.1. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
 - 5.1.2. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
 - 5.1.3. Sell, lease, mortgage, charge or otherwise dispose of any property of WDS and grant such rights and privileges over such property as it considers appropriate;
 - 5.1.4. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
 - 5.1.5. Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of WDS;
 - 5.1.6. Print and publish or otherwise create any materials which may be desirable for the attainment of the WDS's objects;
 - 5.1.7. Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of WDS;

- 5.1.8. Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties;
- 5.1.9. Consider and settle disputes between Members;
- 5.1.10. Determine who are its Members and withdraw, suspend or terminate membership;
- 5.1.11. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- 5.1.12. Organise events and programmes;
- 5.1.13. Assign functions to and/or enter into agreements, arrangements with any authority, government, municipal, or otherwise;
- 5.1.14. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the WDS, or with which the WDS is authorised to amalgamate or generally for any purpose designed to benefit the WDS;
- 5.1.15. Affiliate with, subscribe to, donate to, or become a member of any Body or Organisation whose objects are similar to those of WDS;
- 5.1.16. Do any other acts or things which are incidental or conducive to the attainment of the objects of WDS;
- 5.1.17. Delegate powers of WDS to any person, Board, committee or sub-committee.

Membership

6. Membership Categories

- 6.1. The Society shall have the following membership categories:
- 6.2. Full Members – any adult aged eighteen (18) years or over, who is Deaf and has paid their annual subscription in accordance with *Rule 9*. Full members have one vote and are eligible for election to any office or the Board.
- 6.3. Associate Members – any person who wishes to support the work and purpose of WDS. Associate members have no voting rights and are not eligible for election to any office or to the Board. Associate members who have paid their annual subscription in accordance with *Rule 9*, are entitled to attend any General or other meeting of the Society.
- 6.4. Life Members – a person granted the status of life membership in accordance with *Rule 8.4* in recognition and appreciation of their outstanding service for the benefit of WDS. Life members are entitled to one vote, may attend any General meeting of the Society, and are eligible for election to any office or the Board.
- 6.5. Honorary members - a person granted the status of honorary membership in accordance with *Rule 8.5*. Honorary members have no voting rights and are not eligible for election to any office or to the Board, but may attend any General meeting of the Society.

7. Membership Obligations

- 7.1. All members shall support the work and purpose of WDS and agree to act at all time in the best interests of the organisation and shall do nothing to bring the Society into disrepute.
- 7.2. Every member shall provide the Society with such information and details that are reasonably required by the Board including full name and contact details. Should the member's details change during the term of membership, the member is responsible for notifying the Society.

- 7.3. Members consent to the Society using such information but only for Society purposes.
- 7.4. Every member shall pay the appropriate membership fee in accordance with *Rule 9*.
- 7.5. Members are bound by this Constitution and by the code of conduct, by-laws, policies, procedures and regulations of WDS.

8. Admission of Members

- 8.1. People wishing to become Full or Associate members of WDS must apply by completing an application form and sending it to the Secretary or by delivery to WDS Office.
- 8.2. Application for membership except Life and Honorary memberships may be made at any time through the calendar year and that application shall be considered by the Board or their designated appointee.
- 8.3. Life and Honorary members shall be those persons on whom such status of membership has been conferred by election at any General Meeting upon the recommendation of the Board.
- 8.4. Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of WDS. Only full members may be nominated. A Life membership nomination shall be made in writing setting out the grounds for the nomination and signed by at least two full members of the Society. The nomination must be received by the Secretary no later than thirty (30) days before the General Meeting at which it is intended for the nomination to be proposed. The Board shall then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.
- 8.5. Honorary membership may be granted to a person for the benefit of WDS. An Honorary membership nomination shall be made by the Board, setting out the grounds for the nomination. The nomination must be received by the Secretary no later than thirty (30) days before the General Meeting at which it is intended for the nomination to be proposed. Honorary membership of such nominee is only obtained by Ordinary Resolution passed at the General Meeting.

9. Subscriptions

- 9.1. The Board shall annually determine a subscription fee policy:
 - 9.1.1. The membership fee applicable for Full and Associate members;
 - 9.1.2. The due date for such fees; and
 - 9.1.3. The manner for payment of such fees.
- 9.2. Life and honorary members shall have free membership of the Society for their lifetime, but shall not have any other financial privileges such as free admission to functions.
- 9.3. All approved memberships shall be for one (1) year from the date they are approved by the Board. Members will be invited to renew memberships before they expire.

10. Register of Members

- 10.1. A register of Members shall be maintained, and kept under the control of the Secretary including but not limited to the names, addresses, contact details of the members and the dates they became members.
- 10.2. The provisions of The Privacy Act 1993 shall apply to all membership information. The membership list is not a public document and members shall be able to access only their information on the Register of Members.

11. Cessation of Membership

- 11.1. Any member may resign by giving written notice to the Secretary but any such resignation shall not release the member from payment of any subscription due and outstanding at the date of the resignation.
- 11.2. The failure by a Member to comply with *Rule 7* may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.

- 11.3. If for any reason whatsoever, the board is of the view that a member is breaching the Rules or acting in a manner that is not in the best interests of the Society, the board may give written notice of this breach to the member (Board's notice).
- 11.4. The Board's notice must:
- 11.4.1. Explain how the member is in breach,
 - 11.4.2. State what the member must do to remedy the situation; or state that the member must write to the board giving reasons why the board should not terminate the member's membership.
 - 11.4.3. Explain the process detailed in *Rule 11.5* of these Rules.
 - 11.4.4. State that the affected member shall have the right to present his or her case either in person or in writing. The member has the right to have an accompanying advocate or witnesses if desired.
- 11.5. The process of termination of membership shall include:
- 11.5.1. Issuing of a board's notice to the affected member.
 - 11.5.2. Within fourteen (14) days of the member receiving the Board's notice, the board shall convene and consider the breach and the member's response or lack of.
 - 11.5.3. The affected member is to be given the right to present their case in person or in writing.
 - 11.5.4. The board may after consideration of the response if received, then in its absolute discretion by majority vote, terminate the membership of the member.
 - 11.5.5. The member's membership is terminated by the issuing of a written termination notice to the affected member. Termination takes effect from the date of the termination notice. The termination notice must state that the member may appeal to the Society at the next meeting by giving written notice to the Secretary within fourteen (14) days of the member's receipt of the termination notice.
 - 11.5.6. If the member gives notice of appeal to the secretary, the member is to be given the right to be fairly heard at a Society meeting to be held within the following twenty-eight (28) days. The member has the right to provide a written explanation to the members.

- 11.5.7. When the member is heard at the Society meeting, the Society members have the right to question the affected member and the board members.
- 11.5.8. The Society shall then by majority vote decide whether to let the termination stand or whether to reinstate the member. The Society's decision is final.

The Governance

12. General Meetings

- 12.1. WDS shall hold an Annual General Meeting (AGM) once every year at such time, date and place as the Board determines but not more than five (5) months after the end of financial year or by 31st of May whichever is earliest.
- 12.2. Any other General Meeting shall be Special General Meetings (SGMs).
- 12.3. The President of WDS shall be the Chairperson at all General Meetings. If the President is unavailable then another member of the Board (appointed by the Board) shall chair and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.

13. Annual General Meeting

- 13.1. No less than forty (40) days prior to the date set for the AGM, the Board shall give members notification of the AGM specifying the time, date and place of the meeting and include a call for any proposed alterations to the Constitution and any officer or board nominations.
- 13.2. No less than thirty (30) days before the date set for the AGM, proposed alterations to the Constitution shall be received in writing from the members and/or the Board.
- 13.3. No less than twenty-one (21) days before the date set for the AGM, the Board shall give Members:
 - 13.3.1. A copy of any motion proposing alternation to the Constitution,
 - 13.3.2. the Agenda, President's and Treasurer's Reports for the preceding year.

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- 13.4. A motion may be presented without notice at the Annual General Meeting, except for alterations to the Constitution.
- 13.5. The following business shall be discussed at the AGM:
 - 13.5.1. If available, Patron opening the General Meeting.
 - 13.5.2. Receiving any minutes of the previous AGM or other meetings of the Society;
 - 13.5.3. The President's report on the business of the Society for the preceding year;
 - 13.5.4. The Treasurer's reports on the finances of the Society and the Annual Financial Statements for the preceding year;
 - 13.5.5. Elect the officers and members of the Board for the ensuing year,
 - 13.5.6. Appoint an Auditor or Reviewer to audit or review the financial statements of the Society.
 - 13.5.7. Consideration of any life or honorary membership nominations.
 - 13.5.8. Motions to be considered; and
 - 13.5.9. General business.

14. Special General Meetings

- 14.1. The Board shall call an SGM upon a written request from;
 - 14.1.1. The Board itself; or
 - 14.1.2. At least five (5) voting members or 10% of the total voting membership, whichever is the greater.
- 14.2. The written request for an SGM shall state the purpose for which the SGM is requested.
- 14.3. The SGM shall only deal with the business for which the SGM is requested.
- 14.4. The notice requirements for the SGM are twenty-one (21) days unless the Board in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is required.

15. Quorum

- 15.1. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence. The quorum for a General Meeting shall be fifteen (15) Full or Life Members who are entitled to vote. The quorum shall be present always during the meeting.
- 15.2. If a quorum is not obtained within half an hour of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Board and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

16. Voting

- 16.1. The Chairperson may not vote at the General Meeting.
- 16.2. Full and life members are eligible to be present and vote at a General Meeting in accordance with this Constitution:
- 16.3. Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless the following situation occurs;
- 16.3.1. A secret ballot is called for and approved by Ordinary Resolution.
- 16.3.2. Elections of the President, Secretary, and Board Members at an AGM shall be undertaken by secret ballot.
- 16.4. Proxy and Postal votes are normally permitted, but are not permitted for voting on any motions by secret ballot or for motions raised on the floor.
- 16.5. A majority vote at a General Meeting shall be sufficient to pass a motion except as specified in this Constitution.
- 16.6. In the case of a tie, the motion is not carried.
- 16.7. In the event a secret ballot is called, two scrutineers shall be appointed at the General Meeting to count the votes.
- 16.8. A motion in writing may be presented without notice at any General Meeting, except for changes to these rules.

- 16.9. Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 16.10. Any irregularity, error or omission in notices, agendas and relevant papers of General Meetings or the omission to give notice within the required time frame or to give notice to all Members and any other error in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- 16.10.1. The Chairperson in his or her discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
- 16.10.2. A motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

The Board

17. Terms and Election of the Officers and Board

- 17.1. Officers of the Society shall be the President, Secretary and Treasurer.
- 17.2. The Board shall have a minimum of six (6) and a maximum of eight (8) members comprising the following:
- 17.2.1. President as elected under *Rule 17.7*;
- 17.2.2. Secretary as elected under *Rule 17.7*;
- 17.2.3. Four (4) Board Members elected by the AGM in accordance with *Rule 17*;
- 17.2.4. Up to two (2) persons may be co-opted by the Board to increase the skills on the board in accordance with *Rule 17.14*. The co-opted members may be co-opted at any time in addition to the elected Officers and Board members.
- 17.3. The term of office for all Board members and Officers shall be two (2) years. Officers or board members may be re-elected for further subsequent and consecutive terms of office.

- 17.4. Prior to each Officer and Board election, the Secretary shall advise the Society of the vacancies arising in Officer or Board Member positions at the AGM.
- 17.5. Nominations for the President or Secretary shall be received by the Secretary seven (7) days prior to the General Meeting.
- 17.6. Nominations for the Board Members shall either be received by the Secretary prior to the AGM or at the meeting.
- 17.7. Elections of the President and the Secretary shall be undertaken by secret ballot at an AGM.
- 17.8. The President shall be elected biennially at an odd-numbered years AGM.
- 17.9. The Secretary shall be elected biennially at an even-numbered years AGM.
- 17.10. The election of Board Members shall be staggered so that approximately half of the Board members are elected annually by secret ballot at an AGM.
- 17.11. Each Board Member's term shall immediately commence from the General Meeting the Board Member was elected, and expires at the dissolution of the AGM occurring closest to the expiry of two (2) years from the commencement of the term.
- 17.12. Those applicants for the positions which have the highest number of votes in their favour will be declared elected.
- 17.13. If there are;
 - 17.13.1. the same number of nominations as positions available, then the nominees will be declared elected to the position without need for ballots unless an objection to a nominee is raised with a motion. If an objection motion is carried, then the position shall remain vacant and filled as if it is a vacancy in accordance with *Rule 19*.
 - 17.13.2. insufficient nominations for the positions, then positions shall be left vacant and filled as if it is a vacancy in accordance with *Rule 19*.
- 17.14. The Board may also decide to co-opt any person to the Board for special purposes. The co-opted Board members have no voting rights.

- 17.15. A person for the Treasurer position shall be nominated by the Board from any member and approved by an ordinary resolution at the General Meeting. The Treasurer is a position in the Management and shall be responsible for the maintenance of the Society's financial accounts with duties outlined but not limited to in *Rule 25.3*. The Treasurer reports to the Board, and shall work with the General Manager. The Treasurer may be required to attend Board meetings but will not have voting rights.

18. Ineligibility

- 18.1. A person seeking appointment, election, or to remain in office as an Officer or Board Member shall be eligible to do so only if they are a full Member of WDS in accordance with *Rule 6.2*. The following persons shall not be eligible for appointment, election, or to remain in office as an Officer or Board Member:
- 18.1.1. A person who is an employee of, or contractor to WDS.
 - 18.1.2. A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - 18.1.3. A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
 - 18.1.4. A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
 - 18.1.5. A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- 18.2. If any of the circumstances listed in *Rule 18* occur to an Officer or Board Member, the Officer or Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Officer or Board Member of any of those circumstances.

19. Vacancies on the Board

- 19.1. In the event, there is a vacancy on the Board, the remaining Board Members may appoint a temporary board member with any full Member of the Society of their choice to fill the vacancy. If the vacancy is for six (6) months or less, the Board may leave the vacancy unfilled until the next AGM provided this does not take the board below the minimum number of six (6) board members. Any temporary board member appointment shall only be valid until the next General meeting.
- 19.2. Any vacancy of President or Secretary positions for whatever reason shall be filled by an acting officer appointed from the Board to serve until the position has been filled by election at the next general meeting.
- 19.3. In the case of a vacancy of half or more than half of the voting Board Members at the same time;
- 19.3.1. A Special General Meeting shall be called within twenty-five (25) days with the purpose of holding a Board election;
- 19.3.2. The SGM Board election shall be carried out in accordance with *Rule 17* for all vacant Board positions;
- 19.3.3. The SGM Board Election shall be arranged by the Secretary, or if the Secretary position is vacant, arranged by the President. If both Secretary and President positions are vacated, the SGM Board Election shall be arranged by the General Manager;

20. Removal of Board Member

- 20.1. The Board by seventy-five percentage (75%) majority decision has the right to terminate the membership of a Board member:
- 20.1.1. if a member fails to attend three (3) consecutive meetings of the Board without the approval of the Board.
- 20.1.2. If a member breaches the duties of a Board Member detailed in *Rule 23* or in any way prevents or restricts the board in the performance of its role.

- 20.2. Before considering such a motion the following procedures shall apply:
- 20.2.1. The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove them from office; and
- 20.2.2. The Board Member concerned shall be given an opportunity to make submissions about the proposed motion to the Board in writing prior to the Board meeting and/or by submission in person at the Board meeting.
- 20.3. The members of the Society may convene a SGM for the purpose of removing a board member if they consider the Board Member has breached his or her duties as a Board Member.
- 20.4. Upon the Board receiving a request for a SGM for the purpose of removing a Board Member, the Secretary or General Manager shall send the notice to the Board Member concerned in addition to the Members.
- 20.5. Following the notification under *Rule 20.3* and before voting on the motion to remove a Board Member, the Board Member affected by the proposed motion shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Board and the Members about the proposed motion.

21. Board Meetings

- 21.1. The role of the President is to chair meetings of the Board and to represent the Board. In the event of the unavailability of the President for any reason, a Board Member elected by the Board shall undertake the President's role during the period of unavailability.
- 21.2. Except to the extent specified in this Constitution, the Board shall regulate its own Board policies and procedures.
- 21.3. Board meetings may be called at any time by the President or two Board Members but generally the Board shall meet at regular intervals agreed by the Board. The Board shall meet at least four (4) times a year.

- 21.4. The quorum for meetings of the Board shall be a minimum of fifty-one percentage (51%) of the total voting Board Members.
- 21.5. Each Chairperson, Elected and Appointed Board Member shall have one vote. Co-opted Board Members have no vote, In the case of a tie the motion fails. Voting shall be by hands or upon request of any Board Member by a ballot. Proxy and postal voting are not permitted.
- 21.6. A motion in writing, signed or consented to by email or other forms of visible or other electronic communication by a majority of the Board shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Board.
- 21.7. Board meetings may be held in person or via video or telephone conference, or other formats as the board may decide.
- 21.8. Any Board Member may participate in any meeting of the Board and vote on any proposed motion at a meeting of the Board without being physically present. This may only occur at meetings, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to communicate each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting shall constitute the presence of that Board Member at that meeting.

22. Role of the Board

- 22.1. The governance of WDS shall be vested in the Board, which may exercise all the powers of WDS in accordance with *Rule 5* and do all things which are not expressly required to be undertaken by WDS at a General Meeting
- 22.2. Subject to the constitution of the Society, the role of the board is to:
- 22.2.1. Administer, govern, and control the Society;
 - 22.2.2. Carry out the purposes of the Society, and use money or other assets to do that;

- 22.2.3. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meetings;
 - 22.2.4. Set accounting policies in line with generally accepted accounting practice;
 - 22.2.5. Decide the times and dates for meetings, and set the agenda for meetings;
 - 22.2.6. Decide the procedures for dealing with complaints;
 - 22.2.7. Make regulations.
- 22.3. The board has all the powers of the Society, unless the board's power is limited by this constitution, or by a majority decision of the Society.
- 22.4. Decisions of the board bind the Society, unless the board's power is limited by these rules or by a majority decision of the Society.
- 22.5. The board may appoint sub-committees to address any specific matter. Such sub- committees must include at least one member of the board and may be appointed and disbanded as the need arises. Sub- committees may not commit the Society to any event, financial or contractual commitment unless the board's prior approval has been given.
- 22.6. The Board may, by majority vote, pay an honorarium and/or reimburse its Officers or Board Members for their actual and reasonable expenses incurred in the conduct of WDS's business. Prior to doing so the Board shall establish a policy to be applied to any question of reimbursement and the payment of the honoraria. Any payments made to Officers or Board members for services provided to the Society shall be reasonable and relative to payments that would be made between unrelated parties for the provision of similar services.

23. Duties of Board Members

- 23.1. All members of the board owe to the Society the following duties:
 - 23.1.1. To act in good faith and in the best interests of the Society, and use powers for a proper purpose;

- 23.1.2. To comply with the Incorporated Societies Act and with the Society's constitution, except where the constitution contravenes the Act;
- 23.1.3. To exercise the degree of care and diligence that a reasonable person with the same responsibilities within the Society would exercise in the circumstances applying at the time;
- 23.1.4. To not allow the activities of the Society to be carried on recklessly or in a manner that is likely to create a substantial risk or serious loss to the Society's creditors; and
- 23.1.5. To not allow the Society to incur obligations that the officer does not reasonably believe will be fulfilled.
- 23.1.6. Regularly attend Board meetings and General Meetings of WDS;
- 23.1.7. Provide good governance for WDS; and
- 23.1.8. Appoint or Employ the General Manager;
- 23.1.9. Exercise the powers of the Board for proper purpose.

24. Powers of the Board

- 24.1. The Board shall have the power to:
 - 24.1.1. Define positions and delegations of authority from the Board to the General Manager and Management;
 - 24.1.2. Employ or appoint any person to carry out any work in the Management of the Society;
 - 24.1.3. Adopt and review the strategic plan for WDS;
 - 24.1.4. Adopt and review the annual plan and budget for WDS;
 - 24.1.5. Determine applications from individuals wishing to be Members of WDS;
 - 24.1.6. Hold meetings and forums for the Members, including General Meetings;
 - 24.1.7. Sanction events as WDS events;
 - 24.1.8. Establish committees, commissions, or other groups to carry out any work of the Board by its delegated authority;

- 24.1.9. Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- 24.1.10. Control expenditure and raise funds to fulfil the Objects of WDS;
- 24.1.11. Open and operate in the name of WDS such bank accounts as deemed necessary;
- 24.1.12. Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- 24.1.13. Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- 24.1.14. Resolve and determine any disputes or matters not provided for in this Constitution; and
- 24.1.15. Do all other acts and things which are within the powers and Objects of WDS and which the Board considers are appropriate.

Administration

25. Duties of Officers

- 25.1. **President:** The duties of the President are as follows but not limited to:
 - 25.1.1. to take the chair at General Meetings and meetings of the Board;
 - 25.1.2. to preside at all formal functions;
 - 25.1.3. to represent the Society when appropriate at other meetings or assemblies;
 - 25.1.4. to sign legal and other documents on behalf of the Society; and
 - 25.1.5. in general, to promote and participate in such activities as will be conducive to the Society's object.
- 25.2. **Secretary:** The duties of the Secretary are as follows but not limited to:

- 25.2.1. to record minutes of all meetings.
- 25.2.2. to circulate notices of stating the venue, date, time, agenda and business for discussion, at least five (5) days before any meeting except in matters of urgency.
- 25.2.3. to pass on to the Board any information which may interest or benefit them.
- 25.2.4. to record and keep up-to-date a membership list (register) for each financial year.
- 25.2.5. to receive annually thirty (30) clear days before the Annual General Meeting the President's Report, the Financial Statements and any remits or nominations from members.
- 25.2.6. to copy and assemble these documents for circulation to members not less than twenty one (21) clear days before the date of the Annual General Meeting.
- 25.3. **Treasurer:** The duties of the Treasurer are as follows but not limited to:
 - 25.3.1. to keep usual and proper books of accounts properly posted up.
 - 25.3.2. to record and bank all monies received.
 - 25.3.3. to have periodic accounts report ready for each meeting of the Board with all relevant information.
 - 25.3.4. to authorise payments.
 - 25.3.5. to prepare annually Financial Statements as required by the Incorporated Societies Act 1908, reviewed at the end of the financial year and handed to the Secretary not less than thirty (30) days prior to the date of the Annual General Meeting.
 - 25.3.6. File the statements in accordance with Charities Act no more than six (6) months after the financial year ended.
 - 25.3.7. to make or obtain recommendations on the investment, control and disposal of the funds of the Society.

26. Appointment of Patrons

- 26.1. There are two (2) positions as Patrons for the Society.

- 26.2. A person for one (1) of the two Patron positions may be nominated by the Board and approved by an ordinary resolution at the General Meeting. One Patron position shall be reserved for a Deaf person.
- 26.3. Patron(s) shall be entitled to attend and speak at General Meetings but shall have no right to vote.
- 26.4. The duties of the Patron are outlined in a letter of agreement at the start of the relationship.
- 26.5. Any vacancy of Patron for whatever reason shall remain vacant until next General Meeting until the position is filled in accordance with *Rule 26*.
- 26.6. Patrons may be paid an honorarium by the Society for services provided to the Society. Any payments made to a patron for services provided to the Society shall be reasonable and relative to payments that would be made between unrelated parties for the provision of similar services.

27. Liaison

- 27.1. A Memorandum of Understanding may be created between WDS and an organisation that wishes to support the work and purpose of WDS.
- 27.2. A letter of agreement may be drawn up between WDS and any group or organisation who wish to become an affiliate of WDS and support the work and purpose. This may or may not include subscription fees.

Finances

28. Financial Year

- 28.1. Unless otherwise determined by the Board, the financial year of WDS begins on 1 January of every year and ends on 31 December of the same year.
- 28.2. At the first meeting of the board following each Annual General Meeting, the board will decide by resolution who will be allowed to authorise the production of cheques or authorise payments and the names of bank signatories;

- 28.3. The Treasurer and board will ensure that true and fair accounts are kept of all money received and expended and that the annual accounts are presented to the AGM of the Society.
- 28.4. All moneys received shall be paid to the credit of the Society at such banking organisation as the board shall from time to time appoint and withdrawals on that bank account shall be authorized by at least two board appointed signatories, one of which must be a board member.
- 28.5. Any grants or other funds received for the employment by the Society of any paid staff and for expenses directly or indirectly related to such employment shall be wholly controlled and administered by the Board, subject to any conditions on which the grant was made or on which funds were made available by any person or agency.
- 28.6. A copy of the annual financial reports will be filed with the Charities Office.

29. Assurance on the Financial Statements

- 29.1. The Society is to appoint an appropriately qualified person to audit or review the annual financial statements of the Society.
- 29.2. The auditor or reviewer must not be a member of the board, or an employee or member of the Society.
- 29.3. If the Society appoints an auditor or reviewer who is unable to act for some reason, the board shall appoint a replacement.
- 29.4. The board is responsible to provide the auditor or reviewer with:
 - 29.4.1. Access to all information of which the board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
 - 29.4.2. Additional information that the auditor or reviewer may request from the Board for the purpose of the review; and
 - 29.4.3. Reasonable access to persons within the Society from whom the auditor or reviewer determines it necessary to obtain evidence.
- 29.5. The Board shall appoint an Auditor to audit the financial statements upon a written request from

- 29.5.1. The Board itself; or
- 29.5.2. At least five (5) full members entitled to vote or 10% of the full membership, whichever is greater.

30. Legacies, Endowments, Contributions and Gifts.

- 30.1. The Board shall establish a policy to deal with legacies, bequests or other gift of money or real or personal property that may be made to WDS generally, or for the purpose of specific object of WDS and on such conditions (if any) as the Board in its discretion may accept.

31. Investment of Funds

- 31.1. The Society may from time to time invest in such securities and upon such terms as the Board shall think fit the whole or any part of its funds which are not required for the immediate purposes of the Society.
- 31.2. The interest from such securities and investments shall be wholly devoted to the objects of the Society as described herein, either by reinvestment or by expenditure in pursuit of the Society's aims approved by the Board.

32. Use of any income, benefit or advantage will be applied to the charitable purposes of the Association.

- 32.1. No members of the Association or board or any person associated with a member shall participate in or materially influence any decision made by the members in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- 32.2. Any payments made to members of the board or members of the Association will be limited to the reimbursement of reasonable expenses supported by proper documentation, or for the provision of services under a formal agreement for which payments will be reasonable and relative to what would be paid under an arm's length agreement (being the open market value).

- 32.3. Any officer of the Association who has a financial interest in a matter being considered by or affecting the Association must, as soon as practically possible after the officer becomes aware of his or her interest in the matter, disclose the nature and extent of that interest to the board of the Association. Where an interest has been disclosed by an officer:
- 32.4. He or she must not vote in any decision on the matter, however that person can be present at the time of the decision and can contribute to the discussion leading to the decision; but the board may, where it considers it appropriate, exclude the officer from any further discussion or involvement with the matter.
- 32.5. The officer may even if prevented from voting on a matter, continue to be counted as part of the quorum for the meeting.
- 32.6. The provision and effect of this clause shall not be removed from these rules and shall be implied into any document replacing these rules.

33. Common Seal

- 33.1. The common seal of WDS shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the President and another Board Member.

34. Limitation of Liability and Indemnity

- 34.1. WDS shall indemnify every member of the Board, the General Manager and other officers, employees, and volunteers of WDS in respect of all liability arising from the proper performance of their functions connected with WDS.
- 34.2. WDS shall insure against loss, damage, risk, accident and liabilities of all kinds which may affect WDS in any way, or in respect to employees and volunteers of WDS, or in respect of the property belonging, to leased by, or loaned to the WDS and shall pay premiums on all such insurances.

35. Dispute resolution

- 35.1. Any dispute arising out of or relating to these rules may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute that is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' institute of New Zealand Inc.
- 35.2. The mediation shall be terminated by-
- 35.2.1. The signing of a settlement agreement by the parties; or
 - 35.2.2. Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - 35.2.3. Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - 35.2.4. The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 35.3. If the mediation should be terminated as provided as above, any dispute or difference arising out of or in connection with these rules, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then an arbitrator to be appointed by the Chairperson of the Arbitrators' and Mediators' Institute of New Zealand Inc.

36. Winding Up

- 36.1. WDS shall be liquidated up if WDS, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring WDS to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.
- 36.2. If upon the winding-up or dissolution of WDS there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of WDS but shall be given or transferred to some other association, organisation or body, exclusively for charitable purposes in New Zealand which as near as possible resemble the objects similar to the objects of WDS. A resolution under this Rule as to the disposal of surplus assets shall be passed by an ordinary resolution.

37. Rules Alteration and Interpretation

- 37.1. The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting of which notice has been given in accordance with *Rule 13.1*.
- 37.2. No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of WDS. This *Rule 37* shall not be removed from the Constitution and shall be included in any alteration of, addition to or revision of the Constitution.
- 37.3. Every notice of such General Meetings for the alteration of rules shall set forth the purpose of the proposed alteration, addition, cancellation, variation or amendment and may be given by display of the notice in any appropriate place and by forwarding the notice to all members according to *Rule 13.1*.
- 37.4. When a rule change is approved by a Society meeting, no rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies
- 37.5. This Constitution and rules shall rescind all previous rules of the Society.

- 37.6. If any matter arises in relation to WDS that is not provided for in this constitution, the matter shall be dealt with as required by the Board.
- 37.7. Any questions related to the interpretation of these rules or of any by-laws hereafter shall be determined by the Board whose decision shall be final.

38. Transition

- 38.1. All life members conferred on prior to this Constitution ratified date shall continue as Life Members under this constitution.

Confirmation of amendment to the Rules by Wellington Deaf Society Incorporated by three Members, namely:

The President: [Signature]
Signature:

Shannon Krogmann
Name:

Board Member: [Signature]
Signature:

Joanne Becker
Name:

Board Member: [Signature]
Signature:

Anthony Sammons
Name:

In the presence of: [Signature]
Signature:

Erica Daniels
Names:

The Common Seal of WELLINGTON DEAF SOCIETY INCORPORATED
was hereto affixed on 30th May 2017



Last amended 28th May, 2017