

# Constitution of the Deaf Society of Canterbury Incorporated

## 1. NAME AND FOUNDATION YEAR

The name of the Society shall be the Deaf Society of Canterbury Incorporated, hereafter in this Constitution referred to simply as 'DSC'. The group was founded by John Kinnear in Christchurch as the 'Christchurch Deaf Club' in 1922 and incorporated in July 1952.

## 2. REGISTERED OFFICE

The registered office of DSC will be as the Board of Management (hereafter in this Constitution referred to simply as 'BoM') shall decide, and will be, where possible, co-located with any other DSC facilities.

## 3. PURPOSE, OBJECTIVES AND VISION

- 3.1. To provide clubroom facilities and a community centre where all modes of communication are welcomed and embraced.
- 3.2. To promote and strengthen NZSL (New Zealand Sign Language) as a language of its own, with the culture and well-being of Deaf people paramount.
- 3.3. To focus on the social, recreational, educational needs and sporting activities of all members.
- 3.4. To encourage other charitable activities for our member groups, and families, with events, fundraising support and the sharing of technology and other resources.
- 3.5. To do anything necessary or helpful to achieve the above purposes, objectives and vision.

## 4. MANAGEMENT

- 4.1. DSC shall have a BoM, comprising the following positions:
  - a. President;
  - b. Vice President;
  - c. if required by law, a Statutory Officer will be appointed by the BoM, this position may be held by an existing member of the BoM; and
  - d. a minimum 3 and maximum of 5 additional BoM members.
- 4.2. The BoM may co-opt any person to the BoM for a limited, specified period, or generally until the next AGM provided that at no time will the total number of BoM members exceed 7. Those co-opted do not need to have been members immediately prior to their co-option.

- 4.3. At all times the majority of the elected BoM must be Deaf members. Both President and Vice President must be Deaf.
- 4.4. If elected at an AGM, the President shall hold office for a two year term. The term shall expire at the close of the second AGM following his or her appointment, except in case of earlier resignation or removal. If co-opted to the office of President from the existing elected BoM, the President shall hold office until the close of the next AGM, except in cases of earlier resignation or removal.
- 4.5. The Vice President and BoM members shall hold office for a one year term. The term shall expire at the close of the next AGM following his or her appointment, except in case of earlier resignation or removal.
- 4.6. It is recommended that the President and Vice President are not up for election at the same AGM.
- 4.7. All may stand for election again after their term expires.
- 4.8. The BoM may appoint staff and/or volunteers to manage the administration and finances of DSC and to undertake any agreed tasks.
- 4.9. The BoM may invite a volunteer or staff member to attend BoM meetings to take minutes and/or present reports and/or engage in any other discussions at the BoM's request, but that any such volunteer or staff member will not have voting rights.
- 4.10. Paid staff or contractors of DSC are eligible to serve on the BoM but:
  - a. shall not be appointed to the role of President; and
  - b. no more than one paid staff or contractor who is also on the BoM shall be eligible to authorise payments or withdrawals from BoM accounts; and
  - c. the conflict of interest procedures set out in Rule 27 shall apply equally to staff and contractors who are also serving on the BoM.
- 4.11. A member may not hold more than one position in the BoM.

## **5. ELECTION OF BOM MEMBERS**

- 5.1. A candidate for the office of President must have been a member of the DSC and the BoM for the 2 years immediately preceding the election.
- 5.2. A candidate for the office of Vice President must have been a member of the DSC and the BoM for the 1 year immediately preceding the election.
- 5.3. If the number of candidates does not exceed the number required, the candidates shall be declared elected.
- 5.4. Members may vote for one or more candidates in the election up to the full number required.



- 5.5. Independent facilitators shall count the votes. Voting papers (if any) will be destroyed after the meeting at which the election is held, has concluded.
- 5.6. In the case of an equal number of votes being cast for a candidate, the election will be cast again by ballot.
- 5.7. Any BoM member or former BoM member, who has been suspended or received a written warning from the BoM within their elected term shall not be eligible to be elected to the BoM for a period of 5 years from the date of the suspension or written warning.

## **6. CESSATION OF BoM MEMBERSHIP**

- 6.1. A person will cease to serve on the BoM when:
  - a. s/he is absent from three or more consecutive BoM meetings without leave of absence having been granted by the BoM; or
  - b. s/he resigns by giving one month's written notice to the President or the BoM; or
  - c. his/her term of office expires and s/he is not immediately reappointed; or
  - d. s/he dies; or
  - e. immediately after s/he receives a notice of suspension or written warning from the BoM.
- 6.2. If a person ceases to be a member of the BoM, that person must within one month give to the BoM all DSC documents and property.
- 6.3. In the event a person ceases to be a member of the BoM, the BoM may appoint a member to fill that vacancy until the next AGM.

## **7. NOMINATION OF BOM MEMBERS**

- 7.1. Nominations for members of the BoM shall be called for at least 21 days before an AGM.
- 7.2. Each candidate must be nominated and seconded in writing by two members both of whom must have been members of the DSC for the twelve months preceding the scheduled AGM.
- 7.3. If provided by DSC, all nominations shall be required on the provided nominations form.
- 7.4. No candidate shall be nominated without his or her consent. Each candidate must sign the nomination form as true and correct.
- 7.5. Nominations shall close at 5pm on the fifth working day before the AGM.
- 7.6. All completed nominations must be received by the Club Manager. In the event that the Club Manager is a nominee or seconder or otherwise

unavailable, nominations shall be received by the person chosen to fill this role by the BoM.

- 7.7. If insufficient written nominations have been received to fill all the vacancies, all members who have been validly nominated will be declared elected to the BoM and the BoM may operate with these reduced numbers with the quorum in Rule 10.1 being all BoM members and otherwise in accordance with this constitution. At any time, the BoM may use its power to co-opt BoM members under Rule 4.2 and at any time the BoM consists of 5 or more members the quorum will be 4 BoM members which should include either the President or Vice-President.

## **8. BOM POWERS, DUTIES AND RESPONSIBILITIES**

- 8.1. Upon election to the BoM all will be given a copy of the constitution and policies. They should study and fully understand the rules of the DSC.
- 8.2. The BoM shall have the power to make rules and/or adopt and amend policies to assist with the governance of DSC (with the exception of the Disciplinary Policy). Except as otherwise delegated, the BoM shall be responsible for the conduct and supervision of all of the activities and operations of DSC.
- 8.3. Each BoM member is responsible for making sure they understand what is being discussed, and if unsure they must seek clarification.
- 8.4. The President may of his/her own motion, or on receipt of requisition signed by no less than 6 registered members, call a special meeting of the BoM by notifying each member within (48) forty eight hours of such meeting.
- 8.5. Except as otherwise delegated, the BoM has the power to decide admission charges to DSC events or facilities.
- 8.6. The BoM has the power to engage, dismiss, instruct and support staff, as necessary.
- 8.7. Subject to this constitution and any policies adopted by DSC, the BoM shall also have the power to:
- a. administer, control and promote the interests of DSC;
  - b. carry out the purposes of DSC, and use the DSC's money or other assets for this purpose;
  - c. manage DSC's financial affairs, including approving the annual financial statements for presentation to the members at the Annual General Meetings;



- d. delegate tasks and responsibilities, other than core governance tasks;
- e. decide the times and dates for BoM, general and AGM meetings, and set the agenda for each in accordance with the rules in the Constitution;
- f. except as otherwise provided for by these rules, adopt procedures and make decisions relating to complaints, disputes, disciplinary matters and interpretation of these rules or any DSC policies;
- g. buy, sell, lease, hire or otherwise deal with any land, property or assets of DSC;
- h. following the majority vote of members in a general meeting, borrow funds;
- i. pay an honorarium to an Office Holder where appropriate;
- j. do any other things the BoM considers relevant or desirable to further the purposes of DSC.

8.8. The BoM has all of the powers of the DSC, except where the Board's power is limited by the Constitution and policies or by a majority decision of the membership voting at a general meeting of DSC.

## **9. DUTIES OF THE PRESIDENT AND VICE-PRESIDENT**

- 9.1. Except in cases of absence, unavailability or conflict of interest, the President will chair all meetings of the BoM and DSC and shall be kept fully informed of all issues.
- 9.2. The President will be available for discussion with the Vice President and office staff before any meeting of the BoM, and is fully empowered to make any urgent decisions including financial matters needed between meetings in accordance with DSC's current 'Urgent Decisions' Policy.
- 9.3. The President shall ensure that if the BoM is not in agreement on any subject being discussed that all BoM members will have equal time to speak.
- 9.4. The President's decision is final if a casting vote is required (see 10.3).
- 9.5. The Vice President shall undertake all Presidential responsibilities in the event that the President is absent, unavailable or otherwise unable to act. In the event that neither the President nor the Vice President is able to act, the relevant functions will be delegated and fulfilled by some other member elected for the purpose by the meeting. Any such person shall have a deliberative and casting vote.
- 9.6. The Vice President is expected to work closely with the President at all times.

## **10. BOM MEETINGS**

- 10.1. The quorum at BoM meetings shall be four (4) members, which should include either the President or Vice-President. In the event that the required attendance requirement is not met, the meeting will automatically adjourn to a new date, time and place chosen by the BoM.
- 10.2. The BoM shall meet monthly or as required and not less than quarterly. Meetings will generally be held in person but may be held by electronic means or other formats as the BoM may decide if a decision is required on an urgent matter (and in accordance with DSC's current 'Urgent Decisions' Policy).
- 10.3. All decisions of the BoM shall be by a majority vote of those BoM who are present at the meeting. In the event of an equal vote, the Chair may exercise a casting vote in addition to his/her deliberative vote.
- 10.4. The Chair may appoint a facilitator from those present to facilitate the meeting.
- 10.5. In the event that neither the President nor the Vice President is able to chair a meeting, the BoM will be chaired by some other member elected for the purpose by the meeting. Any such person shall have a deliberative and casting vote.
- 10.6. The President may allow participation in voting on a particular issue by video or electronic means (e-mail), and/or in order to reach a decision on an urgent matter. (See also 9.2 President has power to act in urgent circumstances).
- 10.7. The BoM may review and amend or add to DSC's policies.

## 11. DSC MEMBERSHIP - TYPES OF MEMBERSHIP

A register of members will be kept by DSC. The Privacy Act **2020** will be followed in giving out information on members.

- 11.1. **Full membership:** Members must be 16 years and over. Hearing people can become full members, but in any vote held at a valid meeting of the DSC 75% of the votes cast must be by Deaf members present.
- 11.2. **Junior members:** Under 16 years have no voting rights, but may participate in all discussions.
- 11.3. **Life members:** There will be a maximum of 6 life memberships at any one time. Life members will have no subscription costs. When there is a vacant life membership, any member can nominate a person for life membership by writing to the BoM. The BoM has the right to accept/reject the nomination before presenting to a vote at the AGM. The BoM will be given a list of current life members.



## **12. DSC MEMBERSHIP – ADMISSION OF MEMBERS**

- 12.1. All persons wishing to join DSC must complete and sign the membership form, including any person with special skills who volunteers to work on any committee whether Deaf or hearing.
- 12.2. The BoM reserves the right to request an applicant to supply or confirm additional information and may interview the applicant.
- 12.3. The BoM shall have complete discretion when it decides whether or not to allow the applicant to become a member. The BoM shall advise the applicant of its decision, and that decision shall be final.

## **13. REGISTER OF MEMBERS**

- 13.1. DSC shall keep a register of members ('the Register'), which shall contain all contact details of all members.
- 13.2. If a member's contact details change, that member shall give the new postal or email address or telephone number to DSC.
- 13.3. Each member shall provide such other detail as the BoM requires in the membership registration form.

## **14. CESSATION OF MEMBERSHIP**

- 14.1 A membership will cease if the member:
  - a. dies, or
  - b. resigns, in writing to the Club Manager or DSC BoM, or
  - c. ceases to be entitled to be a member for unpaid subscriptions or levies in terms of rule 17.1 of this Constitution, or
  - d. is removed from membership by a majority decision of the BoM in accordance with rule 14.2 of this Constitution.
- 14.2 Any member who has, in the opinion of the BoM:
  - a. made false or inaccurate statements in his or her application for membership of DSC, or
  - b. breached any rule, regulation, policy or policies of the DSC, or
  - c. acted in a way that is detrimental to the DSC may be subject to disciplinary action under these rules.

## **15. OBLIGATIONS OF MEMBERS AND SUSPENSION OF MEMBERSHIP**

- 15.1 All members (and committee members) shall promote the purposes of DSC and shall do nothing to bring DSC into disrepute.
- 15.2 The DSC will not tolerate any threatening, violent, or drunken behaviour, or sexual harassment in any form. All members and visiting non-members are expected to respect the members of DSC, their property and Constitution.

- 15.3 Disciplinary action may be taken against any member who fails to comply with the rules of DSC, who does something to bring DSC into disrepute or who otherwise acts against the interests of DSC. Any disciplinary action taken will be in accordance with the Disciplinary Policy of DSC.

## 16. MONEY AND OTHER ASSETS OF DSC

- 16.1 The BoM is responsible for managing and spending the DSC's funds prudently for the benefit of all members, and in accordance with DSC's Financial Policy.
- 16.2 The BoM may appoint a Club Manager, whose duties shall include:
- keeping the financial accounts of the DSC in good order and up to date at all times.
  - when required, present the financial books, vouchers and statements relevant to the receipts, income and expenditure of the DSC.
  - have Annual accounts prepared and independently reviewed at the end of the financial year and for presentation to the AGM
  - prepare Financial reports and statements for each BoM meeting. Accurate and complete records will be kept of all transactions and are open for inspection at all times by the BoM.
- 16.3 DSC may only use its money and other assets if:
- it is for a purpose of DSC;
  - it is not for the sole personal or individual benefit of any member; and
  - that use has been approved by either the BoM or by majority vote of DSC.
- 16.4 All expenditure from DSC resources will be signed by two signatories appointed for the purpose.
- 16.5 Any expenditure which is not of a routine or day-to-day nature **shall** be specifically approved at a BoM meeting before any financial commitment is entered into.
- 16.6 No member or group of members may have the authority to use the DSC's name or trade accounts or charge any account/bill to the DSC without prior written permission from the BoM signed by two members of the BoM.
- 16.7 All members of groups wishing to use DSC's Incorporated status or charitable status must be DSC members. No member or group of members may claim to represent or make application on behalf of DSC without the formal written approval of the BoM.
- 16.8 All member groups of the DSC must go through the administration of the DSC if applying for grants under DSC's name.



- 16.9 So much of the funds as may not be required to meet the usual liabilities may, with the consent of the BoM, be invested or placed on deposit to give a good return.
- 16.10 Subject always to the approval of a two thirds ( $\frac{2}{3}$  rds) majority of members present and entitled to vote, the DSC may purchase, acquire by gift, bequest or otherwise may lease, any land within Greater Christchurch, and may sell, exchange, mortgage or lease or build upon the same with power to dismantle buildings and rebuild.
- 16.11 Any sum withdrawn from any investment shall be paid directly into the DSC's working account.
- 16.12 Legacies are to be invested unless instructed otherwise by the financial members at a General Meeting or otherwise specified by the donor.

## **17. ANNUAL SUBSCRIPTION**

- 17.1 The BoM may from time review and set an annual subscription (which may be zero). If any member does not pay a subscription or levy by the date set by the BoM or DSC, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the membership will be terminated. After that date, the member shall (without being released from the obligation of payment of any sums due to DSC) have no membership rights and shall not be entitled to participate in any DSC activity.

## **18. ADDITIONAL POWERS**

- 18.1 DSC may:
- employ people for the purposes of DSC;
  - exercise any power a trustee might exercise;
  - invest in any investment that a trustee might invest in;
  - borrow money and provide security for that if authorised by a majority vote at any valid DSC meeting of members.

## **19. FINANCIAL YEAR AND INSPECTION OF DSC's BOOKS**

- 19.1 The financial year of DSC begins on 1<sup>st</sup> January of every year and ends on 31<sup>st</sup> December of the same year.
- 19.2 The financial books of the DSC may be inspected by any member upon giving 7 (seven) days' notice in writing to the President.
- 19.3 No minutes of BoM meetings shall be available for inspection by any member until confirmed by the BoM, subject to the understanding that some minutes may be withheld on privacy grounds or because they reflect discussions held "in committee". Any requests for minutes of BoM shall be made in writing and sent to the President.
- 19.4 Books and records may not be removed from the premises or copied.



- 19.5 Any inspection is subject to the Privacy Act **2020** in respect of personal information about members.

## **20. ASSURANCE ON THE FINANCIAL STATEMENTS**

- 20.1 The members may appoint an auditor or an accountant or Community Accounting organisation ("Reviewer") to review the annual financial statements of DSC. The Reviewer shall conduct the review with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with generally accepted accounting policies. The Reviewer must be a suitably qualified person and must not be a member or employee of DSC. If the members appoint an auditor or reviewer who is unable for some reason to act, the BoM shall appoint another auditor or reviewer as a replacement.
- 20.2 The BoM is responsible to provide the Reviewer with:
- a. Access to all information of which the BoM is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
  - b. Additional information that the reviewer may request from the BoM for the purpose of the review; and
  - c. Reasonable access to persons within DSC from whom the Reviewer determines it necessary to obtain evidence or information.

## **21. MEETINGS OF MEMBERS – ANNUAL GENERAL MEETING (AGM) AND SPECIAL GENERAL MEETING (SGM)**

### **21.1 AGENDA FOR AGM**

1. Roll call;
  2. Apologies;
  3. Confirmation of the previous General Meeting(s) and Matters Arising from the Minutes;
  4. To adopt the Annual Report and Matters Arising;
  5. To adopt the Financial Report and Matters Arising;
  6. Consideration of any remits for changes in Constitution;
  7. Election of BoM for ensuing year;
  8. Registration/membership subscription for ensuing year;
  9. Appointment of Patron for ensuing year;
  10. Appointment of Reviewer for ensuing year;
  11. Appointment of Lawyer/s for ensuing year;
  12. General Business.
- 21.2 Any member who wishes to speak about any General Business must fill in the General Business slip with their name and the subject matter, and give it to the BoM member on duty before the AGM starts.
- 21.3 The AGM shall be held in April or May each year.
- 21.4 Twenty one (21) days notice shall be sent to all members, with the agenda of the proposed meeting.



- 21.5 The AGM will be chaired by the President. If the President is absent the Vice President will chair the AGM.
- 21.6 If required, the Chairperson can nominate a person to facilitate the meeting.
- 21.7 SGM shall be called by the President, upon resolution of the BoM or upon a written request made by at least six (6) members of whom at least 4 must be Deaf members. The notice will be sent out within twenty one (21) days with the reason for the SGM and no other business will be discussed.
- 21.8 For all AGM and SGM meetings the quorum shall be a minimum of 20 registered members. Voting will be by a simple majority, unless otherwise specified in this Constitution, and subject to membership rule 11.1.
- 21.9 In the event of no quorum, the General Meeting shall stand adjourned, but must be rescheduled to any time not exceeding 21 days after the adjournment and that meeting will go ahead regardless of the number of registered members present.

## **22. REMITS FOR AGM OF MEMBERS**

- 22.1 These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a two thirds majority of members present and entitled to vote at a General Meeting provided that no such alteration or addition will:
  - 22.1.1 detract from the exclusively charitable nature of the DSC; or
  - 22.1.2 result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable.
- 22.2 During a state of national or local emergency, these rules may be altered, added to, rescinded, supplemented or otherwise amended by the BoM, provided that any such changes shall be made in accordance with any applicable emergency legislation and shall be notified to the members.
- 22.3 If the Society is an incorporated entity, alterations shall be registered with the Registrar of Incorporated Societies within one month of the date of alteration.
- 22.4 If the Society is a registered charitable entity, alterations shall be registered with the Charities Registration Board at the Department of Internal Affairs within three months of the date of alteration.
- 22.5 All remits received will be considered by the BoM and then submitted for the consideration of members at an upcoming General Meeting. Prior to submitting the remits to the membership, the BoM will have up



to eight weeks to consider, seek external advice and/or prepare recommendations. Unless the remits relate to an urgent rule change which is the subject of an SGM called specifically for that purpose, any remits received shall be put before the first General Meeting which follows the completion of the BoM's considerations.

- 22.6 Particulars of the proposed alteration shall be sent to all members twenty one (21) days before the General Meeting.
- 22.7 Any remit passed at General Meeting becomes effective immediately, unless otherwise stated by the remit.
- 22.8 Upon any such alteration taking effect it is the duty of office staff to comply with the 'Incorporated Societies Act 1908' and/or subsequent related legislation and notify changes accordingly.

### **23. COMMON SEAL**

- 23.1 The BoM shall provide a common seal for DSC and may from time to time replace it with a new one.
- 23.2 The staff shall have custody of the common seal, which shall only be used by the authority of the BoM. Every document to which the common seal is affixed shall be signed by the President and countersigned by a member of the BoM.

### **24. INTERPRETATION OF RULES**

- 24.1 Any questions relating to the interpretation of these rules or of any policies hereafter shall be determined by the BoM whose decision shall be final.

### **25. COPY OF CONSTITUTION AND POLICY RULES**

- 25.1 Each BoM member and all Deaf groups supported by DSC should have a copy of the Constitution, policies and any relevant policies and shall abide by them.
- 25.2 There will be a copy of the Constitution and any relevant policies available to the members at all time in the DSC office.

### **26. WINDING UP**

- 26.1 DSC may be wound up if, at a General Meeting of its members, two thirds (2/3rds) of the members present and voting, pass a resolution to wind up. The resolution must be confirmed at a subsequent General Meeting called for that purpose which is held not earlier than thirty days after the date on which the resolution to be confirmed was passed.
- 26.2 In the event of winding up, liquidation or dissolution of DSC, the BoM shall call a SGM to resolve how the surplus assets are to be disposed of and ensure those assets will be appropriated exclusively for



charitable purposes of the Deaf people of Canterbury, which are as near as possible to the goals of DSC. A resolution under this rule must be passed by simple majority vote.

## **27. DEALING WITH INTERESTS**

- 27.1 A BoM member will have an interest in any matter if s/he:
- a. may obtain a personal financial benefit from the matter; or
  - b. is the spouse, partner, child, or parent of a person who may derive a financial benefit from the matter, or
  - c. may have a financial interest in another organisation or business to which the matter relates; or
  - d. is a partner, director, officer, BoM member or trustee of a business, organisation or trust who may have a financial interest to which the matter relates.
- 27.1 Where a BoM member has an interest in any decision on any matter being considered by or affecting the DSC, s/he must, as soon as s/he becomes aware of his or her interest in the matter, disclose the nature and extent of that interest to the BoM.
- 27.2 A BoM member may not vote on any decision relating to any matter s/he has an interest in. S/he may be counted toward the quorum for the meeting.
- 27.3 The BoM may, where it considers appropriate, exclude a BoM member from any discussion or involvement with any matter it considers the BoM member to have an interest in.
- 27.4 If a majority of those on the BoM are prevented from voting because they have disclosed a financial interest in the matter under discussion, the remaining BoM members must call an SGM to decide the matter.
- 27.5 The BoM shall maintain a record of all BoM member interests that are disclosed.

## **28. BoM LIABILITY**

- 28.1 BoM members shall be required to act in the best interests of DSC at all times and shall comply with the rules of this Constitution and any policies and/or resolutions adopted by the BoM and DSC.
- 28.2 BOM members shall not allow DSC to incur obligations that the BoM does not reasonably believe will be fulfilled and will exercise care and diligence when acting as members of the BoM.
- 28.3 It is deemed to be a term of every contract entered into with the prior agreement of the BoM that the DSC alone is liable for any debts and

obligations under the contract, and that no employee or member of the BoM is under any personal liability, except in the case of their willful or criminal act or default.

- 28.4 DSC may choose to indemnify BoM members, employees, contractors and/or volunteers against all claims from third parties, provided these have arisen in the proper performance of their functions and duties, and not as a result of their willful or criminal act or default.
- 28.5 DSC may purchase indemnity or other insurance for any BoM member, employee or volunteer in respect of any matter for which such person is entitled to be indemnified under rule 28.



to Kathryn Carr (tomb) Ban.

G.W. Pat



Effat