

THE NATIONAL FOUNDATION FOR THE DEAF (INCORPORATED)

CONSTITUTION AND RULES

These rules rescind and replace all previous rules

1. NAME

The name of the Society is The National Foundation for the Deaf (Incorporated).

2. REGISTERED OFFICE

The registered office of the Foundation will be in New Zealand at a location determined by the Board.

3. INTERPRETATION

In this constitution:

- **“Board”** means the board of management appointed under Rule 10.1.
- **“Council”** means the Council of Members appointed under Rule 9.1.
- **“Deaf and Hearing Impaired person”** means any person of any age who has any degree of hearing loss or deafness.
- **“Foundation”** means **The National Foundation for the Deaf (Incorporated)**.
- **“Member”** means each of the individual societies listed in Rule 5.1 and such further societies as are granted membership in terms of Rule 5.2.

4. OBJECTS

The objects of the Foundation are:

- (a) To promote the interests, advancement, independence and well-being of all Deaf and Hearing Impaired persons in New Zealand and their families;
- (b) To raise awareness of the health, social, educational, economical, environmental and cultural barriers encountered by Deaf and Hearing Impaired persons and their families;

- (c) To research, extend our understanding of, and promote, the value of communication and hearing in enriching life, and promote the need for hearing preservation.
- (d) To facilitate communication and co-ordination among the professional and community organisations concerned with hearing and hearing loss;
- (e) To support the Members to achieve their own goals, consistent with the Foundation's objectives.
- (f) To facilitate opportunities for all deaf and hearing-impaired persons to communicate to their fullest potential.

5. MEMBERSHIP

5.1. Members

The Members of the Foundation at the time of adoption of these rules are:

- The New Zealand Audiological Society Incorporated.
- The Deafness Research Foundation Incorporated.
- The New Zealand Society of Otolaryngology Head & Neck Surgery
- New Zealand Federation for Deaf Children Incorporated.
- The Hearing Association Incorporated.
- New Zealand Acoustical Society Incorporated.

5.2 New Members

5.2.1. The Council may consider for membership bodies corporate whose objects support the objects of the Foundation. Bodies corporate that meet the criteria for membership may apply in writing to join the Foundation or may be invited by the Council to do so;

5.2.2. The Board shall recommend to the Council whether or not to grant membership to any applicant but the final decision on the grant of membership shall be made by the Council in its sole discretion.

5.3. Termination or Suspension of Membership

5.3.1. Membership of the Foundation will cease if any of the following situations occur

- (a) If a Member has passed a resolution in accordance with its own Constitution which resolves to end its membership of the Foundation and serves a copy of this resolution, certified by two of its current officers as being a true copy thereof, on the Foundation;
- (b) If a Member is wound up, dissolved, or otherwise ceases to exist or to carry out the purposes for which it was constituted.
- (c) If a majority of the Members of the Foundation decide by separate resolutions that the membership of a Member should be terminated.

5.3.2. If after due enquiry the Council considers that a Member has behaved in a way that tends to injure the Foundation or to affect its reputation adversely or which is contrary to its objects then the Council may recommend to the Members that they suspend the Member for a fixed period or expel the Member. A resolution to suspend or expel the Member (as the case may be) shall then be considered as a resolution at a Special General Meeting or at the Annual General Meeting and may be passed by a majority vote.

6. PATRON

The Foundation may at its first meeting, and at any Annual General Meeting elect a Patron and any number of Vice-Patrons which it shall by resolution from time to time decide.

7. COUNCIL

7.1 Members

7.1.1. The members of Council shall comprise two representatives from each Member

7.1.2. Councillors will be appointed by each Member at each Annual General Meeting provided that any Councillor dying or resigning prior to an Annual General Meeting may be replaced by the Member who appointed such Councillor by a notice of appointment in writing to the Council and such appointment shall take effect until the Council meeting following the next Annual General Meeting.

7.1.3. The Council will elect a President and Vice President of the Council who will also be the President and Vice President of the Foundation.

7.2. Powers and Function of the Council

The Council will have the following powers and functions:

- (a) To appoint and remove the Board and any member of the Board.
- (b) To receive, review and consider reports from the Board.

- (c) To consider any changes to the constitution put forward to it by a Council member or the Board or an annual General Meeting of the Foundation and when appropriate to promote an alteration of the rules in terms of Rule 16.
- (d) To provide leadership and vision to the Foundation and to regularly review having regard to the organisation's legal and constitutional framework the organisation's purpose, direction and priorities.
- (e) To represent the interests of the Members in its dealings with the Board and any other parties.
- (f) To consider and approve new Members pursuant to Rule 5.2 and to consider and recommend expulsion or suspension of Members pursuant to Rule 5.3.2.
- (g) To provide a forum for discussion on issues of concern to Members.

7.3. **Meetings of Council**

The Council will meet after each Annual General Meeting and at least two other times each year but may meet as often as its members so decide. A quorum for a meeting of the council will be a majority of members.

8. **BOARD**

8.1. **Membership of the Board**

The Foundation will be governed by a Board of Management. This will consist of up to five individuals appointed by the Council in the manner following:

- (a) Members of the Council will determine after each Annual General Meeting who will most meet the governance needs of the NFD for the year ahead, and will approach those individuals to offer them a position on the Board. Such approaches will continue until a Board is appointed.
- (b) Current members of the Council are ineligible to become Board members.
- (c) The Board of Management shall have power to co-opt up to three further Board members for their exceptional knowledge and expertise. Conditions and term of membership of co-opted members shall be at the discretion of the Board, as specified at the time of co-option, or from time to time.
- (d) No person may be appointed to the Board unless they agree to abide by any Council approved code of ethics currently in place.

- (e) All persons appointed or co-opted as members of the Board will be entitled to vote at Board meetings.
- (f) All appointed or co-opted Board members will serve no more than three consecutive years on the Board unless the Council specifically votes to allow an exemption from this rule for any individual Board member for such period as the Council sees fit.
- (g) All Board members shall retire at the Board Meeting following the Annual General Meeting or at such later date as a replacement Board has been appointed by the Council.
- (h) A Board member may resign from the Board by giving notice in writing to the Board. Any Board member who fails to attend three(3) consecutive meeting without prior permission may be removed by resolution by the Board.
- (i) In the event of a vacancy of the Council appointed Board, members the Board can co-opt a person until the next Council meeting.
- (j) A Board Member can be removed at any time by the Council by notice in writing to the Board and a replacement appointed by similar notice”.

8.2. Officers and Meetings of the Board

- (a) Board meetings shall be held at least quarterly or at a more frequent interval if the Board deems it necessary.
- (b) The Board will elect a Chairperson and a Vice-Chairperson from the Board members.
- (c) The Chairperson will not have a casting vote.

8.3. Powers and Function of the Board

The Board will have a responsibility for:

- (a) Determining and implementing the policies, activities, and directions and priorities of the Foundation, in accordance with the objects of the Foundation and the vision of the Council.
- (b) The purchase, lease or other acquisition of any property and the building, alteration, improvement, maintenance, furnishings and equipping of land and buildings for the use of the Foundation and its Members and the sale or other disposal of any such property belonging to the Foundation.
- (c) Investing and dealing with the money received by the Foundation which is not immediately required for its purposes.

- (d) Borrowing or raising money either by bank overdraft or otherwise and securing repayment of this by mortgage, or debenture, over all or any of the Foundation's property.
- (e) The opening and operation of bank accounts, the processing of negotiable instruments and the giving of receipts for all funds received by the Foundation.
- (f) Applying the funds of the Foundation for the purpose of carrying out in whole or in part the Objects of the Foundation.
- (g) Appointing a chief executive of the Foundation to be responsible for the day to day management of the Foundation including the employment of such staff and the engaging of such professional services as may be necessary to carry out the objects of the Foundation and to undertake such other appropriate duties as the Board sees fit to delegate to the chief executive.
- (h) The appointment of committees to consider and advise the Board on any matters within the responsibilities of the Board.
- (i) Reporting to the Council and Members on a regular basis to keep them informed about the progress of the Foundation in fulfilling its objectives.

9. MEETINGS OF THE FOUNDATION:

9.1. General Meetings

- 9.1.1. The Foundation shall hold an annual general meeting each year in addition to any other meeting, and no more than fifteen (15) months will elapse between the date of one Annual General Meeting and that of the next.
- 9.1.2. The Annual General Meeting will be held at such time and place as the Board decides.
- 9.1.3. The business of the Annual General Meeting will be:
 - To receive and approve the audited annual accounts.
 - To review the work of the Foundation during the previous financial year.
 - To receive appointments to the Council from the Members.
 - To appoint an auditor who is a member of the NZ Society of Accountants.
 - To carry out any other business which may be necessary.

- 9.1.4. All general meetings other than the Annual General Meetings will be called Special General Meetings. A Special General Meeting may be held with due notice any time, including in conjunction with an Annual General Meeting.
- 9.1.5. The Board, on written requests from a minimum of two Members following a valid resolution from their Societies will promptly call a Special General Meeting and may in its discretion call a Special General Meeting at any other time.
- 9.1.6. Notices of Annual or Special General Meetings of the Foundation must be sent to Members at their respective Registered Offices no less than twenty-one (21) days before the day fixed for the meeting, and must state the date, time and place or communication medium of the meeting. In the case of a Special General Meeting the notice shall also state the general nature of the business to be discussed at the meeting.

PROVIDED HOWEVER that such a meeting may be called at a shorter notice if it is agreed to by all the Members, and

PROVIDED FURTHER that the accidental omission to give notice of such a meeting or the non-receipt of the meeting notice by any Member shall not invalidate the proceedings of that meeting.

- 9.1.7. No business will be conducted at any general meeting unless a quorum comprising a majority of Members, each represented by a person duly authorised by the Member to represent it at such a meeting, and who is not a member of the Council or Board, is present at the time the meeting starts its business.

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting will be adjourned until such time, day and place as the Board decides and if at the adjourned meeting no quorum is present within half an hour of the time appointed for the meeting, the representatives of the Members present shall be a quorum.

- 9.1.8. The President of the Council or in his/her absence the Vice President, will chair every general meeting of the Foundation. If he/she is not present within fifteen (15) minutes after the time appointed for the meeting, or is unwilling to act, the representatives of the Members present shall elect one of their number to chair the meeting.
- 9.1.9. At any general meeting of the Foundation every Member will have one vote which will be exercised by the person duly authorised by that Member to do so.

10. VOTING

- 10.1. Voting at all meetings of the Foundation, the Council or the Board shall be on a show of hands or on demand by any person attending the meeting by poll.
- 10.2. No Chairperson shall have a casting vote.

11. LEGAL LIABILITY

No member of the Council, Board, a committee of the Board or employed staff of the Foundation will be liable for any loss unless the loss was contributed to by his/her own dishonesty or by the unlawful commission of any act known to be a breach of trust.

12. REMUNERATION FOR COUNCIL, BOARD OR COMMITTEE MEMBERS

- 12.1. None of the assets, income or profits in connection with the Foundation shall go to, or be distributed to, individual Council, Board or committee members provided however that the Board or committee members may be reimbursed approved expenses incurred by them in connection with the work of the Foundation.
- 12.2. In addition, any Council, Board or committee member employed on a full or part time basis by the Board may be paid a salary, or appointed to a fee paying contract provided however that such Council, Board or committee member has not taken part in any deliberations or proceedings relating to any such paid appointment.
- 12.3. All contracts or services provided to the NFD by a Board member need to be disclosed and must have the approval of the Board.

13. SEAL

The Board will provide for the safe custody of the seal of the Foundation which may only be used with the authority of the Board, and every instrument to which the Seal is affixed will be signed by two (2) members of the Board.

14. AUDITOR

The Board will nominate an auditor for appointment by resolution at each Annual General Meeting of the Foundation, such auditor to be a member of the NZ Society of Accountants.

15. WINDING UP

- 15.1. In the event of the Foundation being wound up or dissolved, the property, assets and funds thereof will be shared among the Members as agreed between them all, or

- 15.2 If no such agreement is made within one year of the Foundation being wound up or dissolved, then the property, assets and funds will be transferred to those incorporated societies within New Zealand whose main objects are to promote the interests and advancement, independence and well being of Deaf and Hearing Impaired people and their families in New Zealand, as are determined by the President at the time of the New Zealand Law Society.

16. ALTERATION OF RULES

The rules of this Constitution may be altered, amended, added to or rescinded by a resolution passed by a majority of Members at a Special General Meeting of the Foundation, subject to the provisions of the Incorporated societies Act 1908 provided however that no such alteration, amendment, addition or rescission alters the charitable nature of the Foundation.