

Constitutional Rules of Auckland Parents of Deaf Children Incorporated

1. Name:

The name of the Society shall be Auckland Parents of Deaf Children (APODC) Incorporated, in these rules referred to as 'the Society'.

2. Interpretation:

2.1 The term 'deaf child/ren' in these rules describes children with any level of hearing loss.

2.2 'Parent/s' shall mean and include legal guardian or other persons who have care and custody of the deaf child.

2.3 'Auckland' shall mean the residential area served by Auckland Council.

2.4 'Act' means the Incorporated Societies Act 1908 and all amendments thereto.

2.5 The term 'Managing Committee' shall refer to the governing body of APODC Inc. as elected by members of the Society during the Annual General Meeting (AGM), and/or including coopted members thereof.

2.6 The term 'member', encompasses both Full and Associate Members, who have paid their annual subscriptions for the current financial year.

2.7 The term 'Contact Person' means a contact person of the Society from time to time, as required by section 113 of the Act.

2.8 'Delegations of Authority and Financial Procedures' has the meaning given to that term in rule 8.8.

3. Mission:

The Society promotes and facilitates informed, supportive and cohesive relationships between families and whānau with deaf children, living in the Auckland region. It believes that when families and whānau are well supported and connected as part of a peer network, deaf children can realise their full potential as active participants, and valued members within their respective communities. The society champions the right for deaf children to realise their full potential, by developing a positive, healthy, and secure self-identity.

4. Office:

The registered office of the Society shall be % Auckland Deaf Society, 16 Hillsborough Road, Hillsborough, Auckland 1041 or such other place/s as the Managing Committee shall from time to time determine.

5. Objects and purpose:

The objects and purpose of the Society shall be to:

5.1 Provide for and promote the social, educational and recreational activities of deaf children living in Auckland.

5.2 Promote or assist in research related to deafness, and the development of assistive technology.

5.3 To purchase, acquire, hold or develop any land (whether freehold or leasehold), and to erect, maintain, or renew any building thereon, for the purposes of promoting social, educational and recreational activities of deaf children, with power to lease or let land and buildings.

5.4 Raise funds, accept gifts and bequests, for the purposes of achieving or carrying out any of the Society's objects..

5.5 Do any other acts, including the granting of bursaries or scholarships, or engage in any other activity which will likely be of benefit to deaf children in Auckland.

5.6 Co-operate or work in conjunction with any other corporate bodies, organisations or groups, to assist in the achievement of the stated objects.

6. Membership:

The Society has three types of membership: full membership, associate membership and life membership.

6.1 Full Membership of the Society shall be open to any family/whānau with a deaf child residing in the Auckland region.

6.2 Associate Membership shall comprise of Deaf adults, CODA families (Child/ren of a Deaf Adult), body corporates, groups, organisations and/or individuals who are interested in the welfare of deaf children residing in the Auckland region.

6.3 No person may become a member until he or she has consented to membership by completing and signing the membership form, thereby agreeing to promote and not hinder the mission and objects and purpose of the Society. This clause does not, however, prevent 1 or more members from proposing changes or additions to any part of the Constitutional Rules.

6.4 Membership is per family, and covers immediate family members, including parents / legal guardians, the deaf child and any other siblings.

6.5 Membership is annual and renewal of membership is dependent on the payment of subscriptions each year. Cessation of membership due to non-payment of subscriptions will take effect from such date determined by the Managing Committee at its discretion.

6.6 The Managing Committee shall have power to make any person a Life Member of the Society in recognition of outstanding or meritorious service. Life Members shall not be liable for any subscriptions.

6.7 The Managing Committee shall have the power to refuse membership, suspend and/or expel a member from the Society, provided that a majority of at least 51 % of the Managing Committee, personally present at the relevant meeting, agree. The member whose expulsion is under

consideration, shall be allowed full opportunity to offer explanation verbally, and/or in writing. Cessation of membership due to suspension or expulsion will take effect from such date determined by the Managing Committee at its discretion.

Reasons for expulsion may include:

6.7.1 Misconduct

6.7.2 In circumstances where the Managing Committee has reasonable grounds for believing that the member is not supportive of the aims and objectives and values of the Society.

6.8 Any member may choose to end membership with the Society at any time, however the organisation will be unable to return the annual subscription fee unless there are exceptional circumstances, which will be decided at the discretion of the Managing Committee.

6.9 The Society shall establish and maintain a register of members including all information required by the Act.

6.10 These rules do not purport to confer on any member any right, title, or interest (legal or equitable) in the property of the Society. The Society must not be carried on for the financial gain or pecuniary profit of any of its members or Officers.

7. Subscriptions:

7.1 Every member shall pay to the Society the annual subscription fixed by the Society at the Annual General Meeting. The Managing Committee reserves the right to exercise discretion to remit or reduce the subscription of any member.

7.2 No member whose subscription is in arrears, shall be entitled to vote at any meeting, hold office, or serve on the Managing Committee.

8. The Managing Committee:

8.1 The affairs of the Society shall be governed and managed by a Managing Committee, consisting of the Officers (other than the Patron and Vice Patron) and Managing Committee members to reach no less than 5 and no more than 10 in number.

8.2 The Managing Committee and its Officers shall be elected or co-opted in accordance with the rules stated in this constitution.

8.3 At least 80% of the Managing Committee must be full members, and parents of deaf children.

8.4 The Managing Committee shall have the power to define policy, make by-laws and regulations, create sub-branches, authorise expenditure, appoint sub-committees as required, engage or discharge volunteers and employees, acquire leases, and in all things conduct and superintend the business of the Society.

8.5 No member of the Managing Committee shall be allowed to vote on any question in which she/he is personally interested and in any disputes and matters referred to the Managing Committee which may lead to a conflict of interest. The Managing Committee's decision shall be final.

8.6 The Managing Committee may call upon contracted employees of the Society to fulfil certain duties or obligations. This person or persons, acting in accordance with their position description, will fulfil duties without holding position of Officer or Managing Committee Member.

8.7 The common seal of the Society will be kept under the control of the Secretary, or any other person appointed by the Managing Committee. The use of the common seal must be authorised by the Managing Committee. The affixing of the common seal must be witnessed by two Officers or one Officer and one Managing Committee Member.

8.8 The Managing Committee will control and manage the Society's finances in accordance with the Society's 'Delegations of Authority and Financial Procedures' policy (**'Delegations of Authority and Financial Procedures'**) as set by the Managing Committee from time to time. The Managing Committee shall review the Delegations of Authority and Financial Procedures annually.

8.9 If more than 50% of the Officers are restricted from voting in accordance with rule 8.5, then the matter must be determined at a Special General Meeting called for that purpose.

8.10 Minutes of all meetings of the Managing Committee must be recorded.

9. Officers:

9.1 The Officers of the Society shall be elected at each Annual General Meeting from among the Managing Committee, and shall consist of a President, Vice President, Secretary, Treasurer and others, called Managing Committee Members.

9.2 The Managing Committee may include a Patron and Vice Patron if deemed necessary. However, the Patron and Vice Patron/s need not necessarily be members of the Society.

9.3 The President, Secretary, and Treasurer shall have full membership, and be either parents or legal guardians of deaf children. If a specific office should fall vacant between Annual General Meetings, the Managing Committee shall, as soon as possible, elect 1 of their number to fill that vacancy.

9A Contact Persons

9A.1 The Society must have at least one but no more than three Contact Person(s) at any one time.

9A.2 Contact details for each Contact Person will be provided on the Society's website.

9A.3 Any change in a Contact Person or a Contact Person's contact details shall be notified to the Registrar within 20 Working Days of that change occurring.

10. Election of Officers

10.1 Nominations for Officers and Managing Committee Members must be received by the Managing Committee 21 days before the date fixed for the Annual General Meeting, where the elections will take place, and circulated with notice of the meeting no later than 14 clear days before the AGM.

10.2 Each nominee must be nominated and seconded by 2 members at the Annual General Meeting. The Officers and Managing Committee Members shall be deemed to be fully and properly constituted, notwithstanding that the maximum number of Managing Committee members may not be elected; so long as a minimum of 5 are elected.

10.3 If the number of the nominated Officers does not exceed the number required to be elected, the members nominated shall be declared elected, unless the members present at the meeting determine otherwise by a majority vote.

10.4 A voter must vote for the full number of Officers and Managing Committee Members nominated at the Annual General Meeting by a show of hands indicating a vote for the affirmative, negative or abstaining. A 51% affirmative vote determines the Officer or Managing Committee Members position. At any election in the event of equality of votes for 2 or more candidates, the Chairperson shall determine the issue by lot.

10.5 If a vacancy occurs on the Managing Committee, the Officers may co-opt to fill the vacancy and the tenure of the person co-opted shall be until the next Annual General Meeting.

The Managing Committee may also at any time co-opt additional non-voting members for specific purposes and for specific periods of time.

11. Roles of Officers:

11.1 The Treasurer

The Treasurer will:

11.1.1 Oversee the management of Committee funds in conjunction with the Accounts Officer.

11.1.2 The Accounts Officer (non Committee member)

The Accounts Officer will:

11.1.1 Keep the accounts of the Society.

11.1.2 Pay into the Society's bank account all monies received, and make available a Monthly Finance Report at least 1 week in advance of each Managing Committee meeting.

11.1.3 Submit all accounts to the Managing Committee for approval prior to payment.

11.1.4 Ensure that payments and withdrawals are approved either:

- (a) by 2 Managing Committee Members, provided that they are not a direct recipient; or
- (b) in accordance with the Delegations of Authority and Financial Procedures.

11.1.5 Ensure that payments have been authorised either:

- (a) by 2 designated payment authorisers, including at least 1 Managing Committee Member;
or
- (b) in accordance with the Delegations of Authority and Financial Procedures.

11.1.6 Place before the Managing Committee when required, the books and vouchers relative to the receipts and expenditure of the Society.

11.1.7 Prepare within 4 months after the completion of each yearly period, a Balance Sheet in readiness for the AGM, and present it to the Managing Committee.

11.1.8 Hand over to the President, all the monies, books, papers and documents in her or his possession, relating to the Society or its affairs, upon receipt of 3 days previous notice in writing from the President and the Secretary, requiring her or him to do so.

11.1.9 No pecuniary gain shall be derived by any member, from the operations of the Society or use of its property, except fees, and or salaries as may be paid bone fide by the Society for services rendered.

11.2 The Secretary

The Secretary, or any person carrying out duties of the Secretary as agreed/delegated by the Managing Committee will:

11.2.1 Keep and maintain the register of members as required under the Act.

11.2.2 Take minutes of all meetings of the Managing Committee.

11.2.3 Conduct correspondence.

11.2.4 Forward to all members such notices as required by the rules to be so forwarded.

11.2.5 Prepare and forward any returns required by the Act.

11.2.6 Hand over to the President, all books, papers and documents in her or his possession, relating to the Society or its affairs, upon receipt of 3 days previous notice in writing from the President and the Treasurer requiring her or him to do so.

11.2.7 Perform other duties and generally carry out the instructions of the Managing Committee and the President.

11.3 The President

The President shall:

11.3.1 Hold a leadership position within the Managing Committee and as required by the Society.

11.3.2 Chair all meetings or delegate another Managing Committee member to chair a particular meeting.

11.3.3 Sign documents as required.

11.3.4 Perform other duties and generally act on behalf of the Society and its members in conjunction with the Managing Committee.

11.4 The Vice President

The Vice President shall act on behalf of the President as necessary.

11.5 The Patron

The Patron acts as a figurehead to promote the Society, support its endeavours, and act on its behalf to further its mission. In addition, the Patron may, on behalf of, or for the benefit of the Society: raise funds, accept gifts, devices and bequests, for the purposes of achieving or carrying out any of the Society's objects.

11.6 The Vice Patron

The Vice Patron may be: An additional Patron, act in accordance with the Patron or act on behalf of the Patron as required by the Society.

12. Term of Office for Officers and Managing Committee Members

12.1 Every year, at least 50% of the then current Officers and Managing Committee Members must retire from the Managing Committee at the Annual General Meeting in accordance with 12.2, 12.3, and 12.4. All retired Officers and Managing Committee Members may be eligible for re-election.

12.2 Where the aggregate number of Officers and Managing Committee Members at the date of the Annual General Meeting is an uneven number, 50% of the Officers and Managing Committee Members who must retire will be calculated from the lesser even number (e.g., if there are 4 Officers and 7 Managing Committee Members, 5 from the total of 11 must retire).

12.3 The Officers or Managing Committee Members to retire shall be determined by those who have held office for the longest period of time.

12.4 Where two or more have held office for equal lengths of time and it needs to be determined, the selection of Officers or Managing Committee Members to retire will be determined initially by mutual agreement between those serving equal time, and in the absence of an agreement, the Officers or Managing Committee Members who are required to retire will be determined by a vote of the Managing Committee.

12.5 No Officer or Managing Committee Member shall hold office for two consecutive Annual General Meetings without standing for re-election (provided that this clause 12.5 shall not apply in relation to the 2022 Annual General Meeting).

12.6 The Officers and Managing Committee Members shall remain in office and continue to conduct the business of the Society notwithstanding that their term of office may have expired, until the first meeting of the new Managing Committee. Any Officer or Managing Committee Member may retire at any time, by giving notice in writing to the President.

13. Forfeiture of Office

The Managing Committee shall declare forfeited the seat of any Officer or Managing Committee Member who absents her or himself from 3 consecutive ordinary meetings of the Managing Committee without giving apologies.

14. Meetings:

14.1 The Managing Committee meetings shall be held monthly, or as often as they determine, and may be called together by the President, or 3 Officers and/or Managing Committee Members, upon giving notice to the Secretary.

14.2 5 members of the Managing Committee, present in person shall constitute a quorum at all Managing Committee meetings.

14.3 General Meetings shall be held at such time/s and at such place/s as the President or Managing Committee shall determine. At such meetings 8 Officers and/or Managing Committee Members and/or members shall constitute a quorum. Written notice of such meetings shall be posted to all members no later than 14 clear days before meetings.

14.4 Committee Meetings may be held by a quorum for Committee Meetings assembled together at the time and place appointed for the meeting or by the quorum for Committee Meetings participating in the meeting by means of audio, telephone, or video conference call (or any similar audio/visual communication, or a combination of both) provided that each of the Officers or Managing Committee Members participating can at all times during the meeting communicate with all of the other participating Officers or Managing Committee Members.

15. Meeting Rules

15.1 At all meetings of the Society and the Managing Committee, the President, if present, shall chair the meeting, or may delegate the role of chair. In the absence of the President the Vice-President shall be Chairperson. In the absence of both President and Vice President such person as the members present shall elect from the number shall be Chairperson. The Chairperson of any meeting shall have a casting vote as well as a deliberate vote.

15.2 The usual rules of debate shall be observed, i.e. each member speaks once to each motion or amendment, save that the mover shall have the right of reply. The time allowed to any speaker shall be decided by the Chairperson with a limit of 5 minutes unless the meeting shall agree to extension. The Chairperson determines the number of times and duration each person may speak.

15.3 If freer discussion is desired on any subject before/during the meeting, any member may move that the meeting go 'In Managing Committee', in which case such motion shall be put without discussion on the show of hands. When 'In Managing Committee', members may speak more than once. Any member may move the ordinary meeting shall be resumed and such motion shall be put without discussion and decided on the show of hands.

15.4 All resolutions duly passed by the Society shall be conclusive and binding on all members of the Society whether they shall have been present at such meetings or not. Such resolution can only be revoked by a Special Meeting or at the next AGM.

15.5 Except where a ballot is demanded, all questions shall be decided by a show of hands, provided always that 2 members can demand a ballot.

15.6 All Managing Committee members will respect their co-Managing Committee members and conduct themselves with dignity and decorum at all times.

15.7 A Member may appoint another Member as a proxy to speak and vote on their behalf at any General Meeting. The appointment must be in writing and received by the Secretary at least 48 hours before the start time of the General Meeting. The instrument appointing a proxy can be made electronically if approved by the Managing Committee or the Secretary. The appointment of the proxy may require the proxy to vote in the manner specified in the appointment. The Member will be deemed to be present at a General Meeting if his or her properly appointed proxy is present.

16. Special Meetings:

16.1 The President shall call a Special Meeting at any time upon request by resolution of the Managing Committee, or upon receipt, a requisition signed by not less than 8 members.

16.2 At such meetings, 8 members present shall constitute a quorum, of which at least 6 shall be full members i.e. parents of deaf children.

16.3 At Special Meetings, no business other than that for which the meeting is called, shall be dealt with.

16.4 In the event of there being no quorum present within 20 minutes of the time fixed for a Special Meeting, the same shall stand adjourned for not less than 7, or more than 14 days, to be decided by those present. 3 days' notice shall be given in writing to members, of the adjourned date, and in the event of a quorum not being present, within 20 minutes of the time fixed for the adjourned meeting, the same shall thereupon lapse, and the Secretary or delegated Officer present shall record the fact in the minutes of the Society.

17. Annual General Meeting:

17.1 The Society's years shall commence on the 1st of January, and end on the 31st December. The Annual General Meeting of the Society shall be held no later than 31st May in each year, immediately following the end of the Society's year, or as soon thereafter as practicable, at such place or places as the Managing Committee shall determine.

17.2 At each Annual General Meeting, such number of current Managing Committee Members and Officers will step down as required by clause 12 and an election of Managing Committee Members and Officers will be held for those positions. A written notice asking for nominations to the Managing Committee will be sent out to all financial members in advance.

17.3 All nominations for election of Managing Committee will be received no later than 21 days before the date of the AGM and shall be posted to all members no later than 14 clear days before such meetings.

17.4 At each Annual General Meeting, 8 members present shall constitute a quorum, of which at least 6 shall be full members i.e. parents of deaf children.

17.5 At each Annual General Meeting the Managing Committee shall produce a Report of the proceedings of the Society for the last year, and a Balance Sheet showing the financial position as at 31st December preceding.

17.6 The Report and Balance Sheet must be moved and seconded. Any member may, without notice, ask any questions or move any resolution relative to the Report and/or Balance Sheet.

18. Inspection of Books:

The books of the Society may be inspected by any member upon giving 5 working days notice in writing to the Managing Committee. No Minutes of the Society shall be inspected until confirmed by the Managing Committee at the following monthly meeting.

19. Investment of Funds:

19.1 The Managing Committee may in its discretion invest so much of the funds of the Society as may not be wanted to meet the usual accruing liabilities in trustee securities.

19.2 Any monies so invested may from time to time whenever the Managing Committee so require, be withdrawn from investment and repaid to the working account of the Society.

20. Winding-up, liquidation and removal from the register:

20.1 The Society may be wound up by resolution of the Society, passed at an Annual General Meeting by a majority of 51 % of all members present, provided the notice calling the meeting shall have clearly stated that a proposal to wind-up the Society would be considered.

20.2 Upon a resolution to wind up being passed, all future subscriptions shall cease to be payable. After payment of the Society's liabilities and expenses, the funds and assets of the Society shall be given or transferred to another charitable organisation under New Zealand law with purposes similar to Auckland Parents of Deaf Children Inc, which charitable organisation shall be approved by the meeting, at which such winding up resolution is passed.

20.3 In the event of the removal of the Society from the Incorporated Societies Register (or a liquidation other than in accordance with Rule 20.2), all future subscriptions to the Society shall cease to be payable and any surplus funds and/or property of the Society shall, after settlement of all liabilities be given or transferred to another organisation that is charitable under New Zealand law and has purposes similar to the Auckland Parents of Deaf Children Inc., which charitable organisation shall be approved by a General Meeting (or otherwise as prescribed by the Act).

20.4 For the purposes of section 228 of the Act, the relevant minimum number of days for notice of a resolution on any of the matters set out in section 227 of the Act is 10 working days.

20.5 Upon the funds of the Society becoming exhausted, the Society shall be deemed to be dissolved, provided that all the members shall remain liable for, and shall pay all subscriptions in arrears, at the date of passing such resolution.

21. Amendments to Constitutional Rules:

21.1 Subject to rule 21.3, these rules may be altered, added to, rescinded or otherwise varied and amended by a resolution passed by a two-thirds majority of all members personally present at an AGM or at a Special General Meeting convened in accordance with these rules.

21.2 14 days' notice shall be given to all members prior to such AGM or Special General Meeting together with the context of any proposals, new rule or amendment.

21.3 The Managing Committee may make minor or technical amendments to these rules other than in accordance with rules 21.1 and 21.2, provided that any such amendments are made in accordance with section 31 of the Act.

22 Dispute resolution

22.1 The provisions of schedule 2 of the Act shall govern the resolution of any disputes in relation to the Society.

This is a copy of the Constitution of Auckland Parents of Deaf Children, amended on 1st July 2025

Executed under the Common Seal of Auckland Parents of Deaf Children Incorporated by:

President

Name: ... Wila Hand.....

Signature:



Date: ...1st July 2025.....

Secretary

Name: ... Lydia Cook.....

Signature:



Date: ...1st July 2025.....