

HEARING ASSOCIATION NEW ZEALAND INCORPORATED

1. NAME

The name will be “Hearing Association New Zealand Incorporated”

2. DEFINITIONS AND OPERATIVE DATE

In this Constitution, unless the context otherwise requires:

- 2.1 "Acts" will mean the Incorporated Societies Act 1908 and the Charities Act 2005 including all amendments to them
- 2.2 “Association” will mean “Hearing Association New Zealand Incorporated”
- 2.3 "Board” will mean the Board constituted under Part 9 of this Constitution
- 2.4 “Financial year” means the year ending 31st December
- 2.5 "Member" will mean any member association of Hearing Association New Zealand Incorporated with rules and constitution conforming to the spirit and intentions of this Constitution
- 2.6 "Region" will mean a geographically-determined group of member associations united in the pursuit of common goals with the discretion to formalise its own rules conforming to the spirit and intentions of this Constitution but still part of Hearing Association New Zealand Incorporated
- 2.7 Operative Date
This Constitution shall be effective on and from the date of registration by the Registrar of Incorporated Societies and accepted by the Charities Commission

3. OBJECTS

- 3.1 To advocate for and to advance the interests and welfare of the hearing-impaired of New Zealand
- 3.2 In cooperation with its member associations and regions the Association will seek to:
 - (a) meet the needs of the hearing-impaired through education, disseminating information, and the provision of goods and services
 - (b) inform, advise and educate government and the public on needs and policies that enable the hearing-impaired to participate fully in all aspects of New Zealand life and to access all the advantages and services available to the wider community
 - (c) seek to ensure that the needs of the hearing-impaired are met without discrimination and regardless of age, circumstance, or cause of hearing impairment
 - (d) network with other organisations that promote the needs of the impaired and disabled.

4. MEMBERSHIP

- 4.1 Membership of the Association shall comprise associations incorporated under the provisions of the Acts and with rules that conform to the objects of the Association
- 4.2 Applications for membership shall be addressed to the Secretary and subject to acceptance by the Board
- 4.3 Each Member Association is entitled to appoint one voting delegate to the Annual General Meeting or any Special General Meeting of Hearing Association New Zealand Incorporated

5. TERMINATION OF MEMBERSHIP

- 5.1 Any member association may surrender membership by giving notice at any time in writing to the Secretary.
- 5.2 Expulsion: The Board may, for any reason it deems sufficient, terminate the membership of any member association provided that any such member may apply to the Board for a re-hearing of its case and if dissatisfied with the result may by notice in writing given to the Secretary appeal to the Association at the next Annual General Meeting or at a Special General Meeting called for that purpose
- 5.3 Surrender or forfeiture of membership by a member (whether by expulsion, resignation or otherwise) shall not release that member from any liability to the Association arising prior to the termination.

6. POWERS OF THE ASSOCIATION

The Association will have all entitled powers under the provisions of the Acts and, notwithstanding the rights of member associations to the same powers, authorises the Board to:

- 6.1 operate such bank accounts as may be required
- 6.2 receive legacies, endowments, contributions and gifts of money or real or personal property made to the Association generally, or for the purpose of any specific object or purpose, and on such conditions (if any) as the Board may at their discretion accept
- 6.3 borrow, raise money on mortgage, or initiate a charge or lien over any property of the Association or parts of that property
- 6.4 rent, lease, hire, purchase, acquire, sell, or otherwise dispose of any interest in real or personal property.
- 6.5 invest and deal with any of the monies or assets of the Association not immediately required, upon such securities as it may from time to time determine or approve

- 6.6 employ staff to assist it in carrying out these functions
- 6.7 do all such things as in its opinion are necessary for the proper conduct of the Association.

7. LEVY

- 7.1 Each Region shall be liable for an annual levy to finance the administration of the Association
- 7.2 The levy for the next financial year shall be fixed by resolution at each Annual General Meeting of the Association and shall be payable by each Region
- 7.3 All levies shall be payable not later than 31 March in the year to which they apply

8. REGIONS

- 8.1 Member Associations will be grouped into three geographical regions with boundaries determined at any AGM of the Association after a recommendation by the Board
- 8.2 The general objects of the Regions will be those of Hearing Association New Zealand Incorporated
- 8.3 The functions of each Region shall be determined by the Board after consultation and will include:
 - (a) to hold meetings of Member Associations for general support and exchange of information
 - (b) to elect the Region's members on the Board of the Association and to notify the Secretary seven days prior to the Annual General Meeting
 - (c) to pay to the Treasurer of the Association the levy as determined by the Annual General Meeting
 - (d) to respond to any request by the Board for regional financial contributions to pay for special purposes or projects
 - (e) to raise such funds from member Associations or other sources as are necessary to conduct the affairs of the Region and to hold such funds in a secure bank account
 - (f) to present its accounts to the Board at the end of each financial year
 - (g) such other functions as are agreed on by the Board of the Association

9. BOARD

- 9.1 The Association shall be governed by a Board subject to the rules and objects of this Constitution, and the Board shall have full responsibility and authority to conduct the affairs of the Association and to produce policy statements and guidelines, subject to direction by a General Meeting of the Association

9.2 Composition of the Board:

The following shall be voting members of the Board:

- President (Elected for a 2 year term of office)
- Members (6): (2 appointed by each of the three Regions)

9.3 The Board may appoint a person(s) as it thinks fit to carry out the following duties:

- Secretary (may be appointed or employed by the Association)
- Treasurer (may be appointed or employed by the Association)

Any persons appointed to the Board under Clause 9.3 shall not have any voting rights.

9.4 The Board may appoint one of its members as Vice President to:

- (a) assist the President in the performance of his/her duties
- (b) in the absence or incapacity of the President assume all the duties of President

9.5 To be eligible to be a Board Member candidates must:

- (a) be subscribing members in good standing of any member association.
- (b) not be an employee of the Association

9.6 The term of office of the Board shall commence effective immediately after the closure of the Annual General Meeting or Special General Meeting

10. ROLE OF OFFICERS

10.1 The President shall:

- (a) preside over all meetings of the Association and of the Board
- (b) prepare the Annual Report
- (c) act as or appoint a spokesperson for the Association

10.2 The Secretary and Treasurer shall undertake such duties as required by the Board

11. MEETINGS OF THE BOARD

11.1 The Board will meet a minimum of four times a year, and such meetings may take the form of telephone conferences if so desired

11.2 A Special Meeting of the Board may be called at any time on the direction of the President or of any three members of the Board

11.3 At least three weeks notice shall be given with the agenda for all Board meetings

11.4 Half the voting members of the Board plus one will constitute a quorum and the meetings will be chaired by the President

11.5 In the absence of both President and Vice-President, the Board may choose a Chairperson for the meeting from among their number

11.6 Voting at all Board meetings will be by a simple majority of those participating

11.7 Minutes shall be recorded of all meetings of the Board. The minutes will record the names of the members present, all resolutions and the proceedings of each meeting.

12. ANNUAL GENERAL MEETING

- 12.1 The Annual General Meeting will be held no later than 31st May of each year
- 12.2 The Secretary will give members at least 90 days notice of the date and venue of the Annual General Meeting, including the call for nominations for election of officers and for remits
- 12.3 The agenda shall be distributed to members at least 42 days before the meeting and shall include:
- (a) Minutes of the Previous Annual General Meeting and any Special General Meetings since the last Annual General Meeting
 - (b) President's Annual Report
 - (c) Audited or Reviewed Annual Accounts
 - (d) Election of President (if two year term has expired)
 - (e) Announcement of Regional appointments to the Board
 - (f) Appointment of the Auditor for audit or review of the Financial Statements
 - (g) Fixing of levies for the next financial year
 - (h) Remits submitted in accordance with Rule 12.5
 - (i) The candidates for President (if two year term has expired)
 - (j) A conference may be held in conjunction with the Annual General Meeting
- 12.4 Each financial member association is entitled to appoint one voting delegate to the Annual General Meeting
- 12.5 Remits to the Annual General Meeting:
- (a) The Secretary will call for remits at least 90 days before the meeting
 - (b) Remits must be signed by the Secretary of the Member Association and received by the Board Secretary at least 60 days before the meeting
 - (c) The Board may in its discretion review the substance of any such remit or deal with the substance of the remit
 - (d) The Board may submit a remit to the meeting
 - (e) The Secretary will submit to member associations at least 42 days before the meeting a list of all remits received

13. SPECIAL GENERAL MEETINGS

- 13.1 A Special General Meeting may be called at any time by the Board or must be called on a written request by at least five member associations
- 13.2 The request must state the object and subject matter of the Special General Meeting
- 13.3 The meeting must be held within 60 days of the receipt of the request
- 13.4 The Secretary must give member associations at least 30 days notice of the time and place of a Special General Meeting and include the subject matter for the meeting

14. VOTING PROCEDURES

- 14.1 Each financial member association will be entitled to one vote

- 14.2 Observers appointed by a member association may attend and take part in the business and discussions of an Annual General Meeting or Special General Meeting but will not be entitled to vote.
- 14.3 A member association may appoint another member association to exercise its vote by proxy if unable to attend an Annual General Meeting or Special General Meeting
- 14.4 If a member association wishes to exercise its vote by proxy, it must provide written notice to the Secretary 15 days before an Annual or Special General Meeting. Such notice must include the assent of the member association appointed to be its proxy
- 14.5 Elections will be by secret ballot
- 14.6 All other resolutions at any General Meeting will be by show of voting cards.
- 14.7 A quorum at any General Meeting will be not less than one half of member associations including those associations exercising proxy vote.

15. ANNUAL CONFERENCE

- 15.1 An Annual Conference of the Association may be held, preferably at the time of the Annual General Meeting
- 15.2 Offers to host future conferences shall be considered at each Annual General Meeting
- 15.3 When the Annual General Meeting is held during the Conference it will be held at a time fixed by the Board in consultation with the host association
- 15.4 The host association will be responsible for the organisation and conduct of the Conference
- 15.5 The host association shall prepare a provisional conference programme and the proposed conference fees and submit same to the Board for comments and approval at least three months prior to the date of the Conference
- 15.6 The host association may retain any profit from the conduct of the Conference

16. COMMON SEAL

- 16.1 There shall be a common seal of the Association, to be held by the Secretary
- 16.2 The Common Seal shall be affixed as necessary to any document only pursuant to a resolution of the Board
- 16.3 The affixing of the seal shall be witnessed in writing by any two Board Members

17. REGULATIONS

The Board may make regulations consistent with this Constitution on any matter the administration of which renders such regulations necessary or expedient

18. PERSONAL BENEFIT

- 18.1 Any income, benefit or advantage shall be applied to the charitable purposes of the Association
- 18.2 No individual member or associated person shall receive any form of private income, benefit or advantage from the operations of the Association
- 18.3 No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever
- 18.4 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value)
- 18.5 The provisions and effect of this clause shall not be removed from this document and shall be included in any document replacing this document

19. CHANGE OF RULES

Subject to the provisions of the Act and the Association's status as a registered charity, this Constitution may be altered, added to, or rescinded by resolution passed by a majority of no less than 75 percent of entitled votes at the Annual General Meeting or a Special General Meeting called for the purpose and duly notified to all member associations

20. WINDING UP

- 20.1 A majority of persons present and entitled to vote at a Special General Meeting called for the purpose may resolve that the Association be wound up as from a date to be fixed by the resolution and may also direct the procedure for winding up and the method of distribution of the surplus funds and other assets to the Member Associations registered by the Charities Commission under the Charities Act 2005, after the payment of its debts and liabilities, subject to the provisions of clause 18 of this Constitution
- 20.2 Such resolution shall remain inoperative unless and until it is confirmed by a further Special General Meeting held as soon as practicable after the expiration of 30 days from the date of the first Special General Meeting.