

Deaf Sports New Zealand Hākinakina Turi Aotearoa



Constitution and Rules of

Deaf Sports New Zealand (Incorporated)

(Incorporated Society: 223729)

Ratified on 11th February 2017

JPK *[Signature]*
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1. Definitions and interpretation

1.1. Definitions

In this Constitution unless the contrary intention appears:

“AGM or Annual General Meeting” means the Annual General Meeting of the Society required to be held by the Society in each calendar year and within 5 months after the end of its financial year.

“Appeals Tribunal” has the meaning given under Rule.

“Appointed Board Member” means a Board Member who has been appointed under Rule.

“Approved Competition” means the events specified as such in the By-laws, being competitions relating to a sport recognised by the Society or an International Federation or delivered by a Full Member and other events/competitions specified under that By-law.

“Associate Member” means a Member admitted to the Society under Rule.

“BGM or Biennial General Meeting” means the Biennial General Meeting of the Society required to be held by the Society in second calendar year and within 5 months after the end of its financial year.

“Board” mean the Deaf Sports New Zealand Executive Board

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

“Board Members” means all or some of the Board members of the Society acting as a board.

“Chair” means the person appointed chair of a meeting under Rule.

“Club” means a club described in Rule

“Committee” means a committee established by the Board Members under this Constitution.

“Constitution” means this constitution as amended from time to time, and a reference to a particular Rule is a reference to a Rule of this Constitution

“Deaf Sports” means sports for athletes who are deaf and hard of hearing.

“Deaf Society” means a Deaf Club or Deaf Society.

“DSNZ” means Deaf Sports New Zealand Inc.

“Elected Board Member” means a Board Member elected under Rule.

“Employee” means a person who receives a financial payment from the DSNZ or the Member (as the case may be), which is not a reimbursement for expenses. This also includes a person who receives a payment from a third party for specific purposes, from funds paid by the DSNZ or the Member (as the case may be) to the third party for such

specific purposes.

“General Manager” or **“GM”** means a person appointed as chief executive officer of the Deaf Sports New Zealand.

“General Meeting” means any meeting of the Members of the Society and includes an Annual General Meeting, Biennial General Meeting and/or Special General Meeting.

“ICSD” means the International Committee of Sports for the Deaf.

“Incorporated Societies Act” means the Incorporated Societies Act 1908 as modified and amended from time to time and includes any regulations made under the Act and any exemption or modification to that Act applying to the Society.

“International Federation” means the ICSD and, subject to the agreement of Members in a General Meeting, any other international bodies to which the Society is affiliated.

“Life Member” means a Member admitted to the Society as a Life Member under Rule.

“Member” means and includes all classes of members of Deaf Sports New Zealand described under Rule.

“NSAM” means National Sports Association Member.

“Objects” means the objects of the Deaf Sports New Zealand described under Rule 3.

“Officer” – means, a person who: Holds a position, whether elected or appointed, as president, vice president, secretary, treasurer, board member or equivalent.

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

“Participant Member” means the class of member described in Rule.

“Patron” means the person appointed as a patron of Deaf Sports New Zealand.

“Personal Information” has the meaning described by Part 21 section 2 of the Privacy Act 1993.

“Policy” means a policy made under Rule.

“President” means the President from time to time of Deaf Sports New Zealand elected at the General Meeting.

“Regional Zone” means the zone as specified by the regional boundaries.

“Register” means the register of Members maintained by the Society Secretary specified in Rule.

“Registered Office” means the registered office of the Society from time to time.

“Representative” means a person duly appointed to represent a Full Member at a general meeting of the Society in accordance with this Constitution.

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

“Society” means Deaf Sports New Zealand, an incorporated society with such society being

a not for profit organisation.

“DSNZ Secretary” means a person(s) appointed as a Society secretary of the Society from time to time and, where appropriate, includes an acting Society secretary and a person appointed by the Board to perform all or any of the duties of a secretary of the Society.

“Sport Association” means a Deaf Sport Association described in Rule.

“Special Resolution” means a resolution, which requires at least two-thirds of the votes cast by Members entitled to vote on the resolution in order to be passed.

“SGM or Special General Meeting” means the Special General Meeting of the Society called by the Board or Members specified under Rule.

“Statutes and Regulations” means the Statutes and Regulations of International Federations in force from time to time.

“Telecommunication Meeting” means a meeting held by telephone, email, video, or any other technology (or any combination of these technologies), which permits each Director at a meeting of Directors, or each Voting Member at a meeting of members to communicate with any other participant. Such forms of meeting need to be reflected in the Boards minutes.

“Zone Delegate” means a delegate representing the zone of Social Members described in Rule.

1.2. Interpretation

In this Constitution:

- 1.2.1. A reference to a Member present at a General Meeting means the Member present in person or by proxy, attorney or Representative;
- 1.2.2. A reference to a document or instrument includes any amendments made to the document or instrument from time to time and, unless the contrary intention appears, includes a replacement to the document or instrument.

In this Constitution unless the contrary intention appears:

- 1.2.3. Words importing any gender include all other genders;
- 1.2.4. The word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- 1.2.5. A reference to an organisation includes a reference to its successors;
- 1.2.6. The singular includes the plural and vice versa;
- 1.2.7. A reference to a law includes regulations and instruments made under it;
- 1.2.8. A reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;
- 1.2.9. Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law relating to

electronic transmissions or in any other manner approved by the Board; and

- 1.2.10. "Writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

1.3. Incorporated Societies Act

In this Constitution unless the contrary intention appears:

- 1.3.1. An expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Incorporated Societies Act, the same meaning as in that provision of the Incorporated Societies Act; and
- 1.3.2. "Section" means a section of the Incorporated Societies Act. The provisions of the Incorporated Societies Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Societies.

1.4. Headings

- 1.4.1. Headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.5. "Include" etc

- 1.5.1. In this Constitution the words "include", "includes", "including" and "for example" are not to be interpreted as words of limitation.

1.6. Powers

- 1.6.1. A power, an authority or discretion reposed in a Board Member, the Board Members, a Committee, the Society in general meeting or a Member may be exercised at any time and from time to time.

2. Name

- 2.1. The name of the incorporated society is "Deaf Sports New Zealand Incorporated" or DSNZ (Inc) and herein after referred as "Deaf Sports New Zealand" or "DSNZ".
- 2.2. The Society was founded in March 1963 in Wellington. Formerly known as the New Zealand Deaf Amateur Sports Association (NZDASA), New Zealand Deaf Sport Association (NZDSA) and Deaf Sports Federation of New Zealand (DSFNZ).

3. Objects of the Society

3.1. Statement of Purpose

- 3.1.1. DSNZ's purpose is to be the national body in New Zealand to promote, and facilitate access for deaf and hard of hearing people to quality sports competitions and activities direct or through Member organisations, and to represent the interests of sport for the deaf and hard of hearing as an affiliate or otherwise with International Federations, the Sports New Zealand and other Member-endorsed bodies and to co-ordinate the participation by New Zealand athletes, coaches and

officials in Approved Competitions and Programs.

3.2. Objects

The objects for which DSNZ is established are to:

- 3.2.1. To be the national umbrella body in New Zealand to promote, develop and foster Deaf Sports for the health, well-being, and benefit of the general public in New Zealand.
- 3.2.2. To promote opportunities and facilities to enable, assist educate, and enhance the participation, enjoyment and performance of deaf and hard of hearing participants in New Zealand.
- 3.2.3. To affiliate and co-operate with kindred and other organisations, including the International Committee of Sports for the Deaf, and Asia-Pacific Deaf Sports Confederation;
- 3.2.4. Manage the international accreditation of New Zealand participants involved in Approved Competitions overseas;
- 3.2.5. Select, or approve for selection, as appropriate, Participant Members for participation in Approved Competitions overseas, including tours overseas by teams representing the DSNZ;
- 3.2.6. Make, adopt, vary and publish policies, rules, regulations, and conditions for the regulation of Approved Competitions conducted in New Zealand;
- 3.2.7. Co-operate with other bodies, including Members:
 - 3.2.7.1. In the promotion and development of participants to represent the DSNZ in Approved Competitions and Programs; and
 - 3.2.7.2. Otherwise, in relation to the achievement by the DSNZ of its objects,
- 3.2.8. Support Members in the development of competitions, programs and the training of coaches and officials; and
- 3.2.9. Take any other action which, in the opinion of the Board, is in the best interests of the achievement of the DSNZ's objects;
- 3.2.10. Provide education, meditation resources to enable access for the deaf and hard of hearing to overcome barriers and obstacles;
- 3.2.11. Provide quality national sports competitions and activities, which would not ordinarily be available to the deaf and hard of hearing community.

4. Powers

DSNZ has the power, subject to this Constitution to:

- 4.1. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- 4.2. 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;
- 4.3. Sell, lease, mortgage, charge or otherwise dispose of any property of DSNZ and grant such rights and privileges over such property as it considers appropriate;
 - 4.4. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
 - 4.5. Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of DSNZ;
 - 4.6. Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of DSNZ;
 - 4.7. Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
 - 4.8. Consider and settle disputes between Members;
 - 4.9. Determine who are its Members and withdraw, suspend or terminate membership;
 - 4.10. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
 - 4.11. Make, alter, rescind and enforce rules of competition;
 - 4.12. Organise and control competitions, events and programmes;
 - 4.13. Select national and other representative teams and squads;
 - 4.14. Assign functions to and/or enter into agreements with organisations such as Sport New Zealand, the Sports Tribunal of New Zealand and the Drug Free Sport New Zealand;
 - 4.15. Delegate powers of DSNZ to any person, Board, committee or sub-committee;
 - 4.16. 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 DSNZ, or with which the DSNZ is authorised to amalgamate or generally for any purpose designed to benefit the DSNZ;
 - 4.17. Do any other acts or things which are incidental or conducive to the attainment of the objects of DSNZ.
 - 4.18. The powers listed in Rule 4.1 must only be used to further the charitable purposes of DSNZ.

5. Membership

Membership of the DSNZ will be divided into two categories:

- 5.1. Associate Member with voting rights
 - 5.1.1. National Sports Association Members as detailed in Rule 5.3;

5.1.2. Society Members as detailed in Rule 5.4;

5.2. Individual Member with no voting rights

5.2.1. Participant Members as detailed in Rule 5.5.

5.2.2. Life Members as detailed in Rule 5.6.

5.3. National Sports Association Members (NSAM)

5.3.1. National sporting organisations in New Zealand that are primarily responsible for the development of participants who are deaf and hard of hearing or that conduct sport competitions or that organise teams for athletes that are deaf and hard of hearing consistent with the objects of the DSNZ, shall be eligible to apply for membership of the DSNZ as a NSAM but will be required to satisfy the following procedure to be admitted as an Associate Member of the DSNZ:

5.3.1.1. Following application by a qualifying organisation, the Board will consider at a Board meeting whether to recommend to the Associate Members that a prospective Associate Member should be admitted as an Associate Member of the DSNZ;

5.3.1.2. Subject to paragraph (a), the Board shall take all actions necessary to ensure that a resolution nominating the new entity as an Associate Member is considered at a General Meeting of the DSNZ as soon thereafter as is reasonably practicable; and

5.3.1.3. If the resolution referred to in paragraph (b) is approved at a General Meeting of the DSNZ by an ordinary resolution of DSNZ then, subject to Rule 5.6, the entity will become a new Associate Member.

5.3.2. In addition to the obligations as an Associate Member under Rule 5.10 (membership Rights and Obligations), each National Sporting Association that is a Member shall:

5.3.2.1. Administer, promote and develop Deaf Sports in the country in accordance with the Objects of DSNZ, this Constitution and any regulations;

5.3.2.2. Be, and maintain registration as, an incorporated society under the Incorporated Societies Act 1908;

5.3.2.3. Have, as its members, Clubs and other members it considers appropriate

5.3.2.4. Adopt the Objects of DSNZ and adopt a constitution which is not inconsistent with the Constitution;

5.3.2.5. Apply its property and capacity in pursuit of the Objects of DSNZ and the objects of the Sport Association;

5.3.2.6. Do all that is reasonably necessary to enable the Objects of DSNZ and the objects of the Sport Association to be achieved;

5.3.2.7. Act in good faith with loyalty to DSNZ to ensure the maintenance and enhancement of DSNZ and Deaf Sports, and its reputation, and to do so for the collective and mutual benefit of the Members and DSNZ;

5.3.2.8. Operate with, and promote, mutual trust and confidence between DSNZ and

the Members; and

- 5.3.2.9. At all times act in the interests of the Members and Deaf Sports. Manage the international accreditation of New Zealand participants involved in Approved Competitions overseas;
- 5.3.2.10. Each National Sport Association shall, on request, provide to DSNZ a copy of its constitution and any proposed amendments to it. The Board may require a National Sport Association to amend its constitution if it, or any proposed rule within it, is inconsistent or in conflict with, the Constitution or regulations, by-laws or policies of DSNZ.
- 5.3.2.11. Each National Sport Association shall maintain a register of its members in the format determined by the Board. Each National Sport Association shall provide its register of members, and all details contained within it, to DSNZ as requested from time to time.
- 5.3.2.12. An Associate Member is entitled to notice of, to attend and to speak at any General Meeting;
- 5.3.2.13. Each Associate Member may, through their Delegate, exercise their vote on any resolution at a General Meeting.

5.4. Society Members

- 5.4.1. Deaf Clubs or Societies for the deaf and hard of hearing in New Zealand shall be eligible to apply for membership of the DSNZ as a Society Member but will be required to satisfy the following procedure to be admitted as a Society Member of DSNZ:
- 5.4.2. The Board may at any time, subject to Rule 5.7 (Admission as a Member), recognise a Deaf Club or Society organisation for the deaf and hard of hearing, or such other organisation contributing to sport for the deaf and hard of hearing as a Society Member.
- 5.4.3. Each Deaf Club or Society shall be assigned a Regional Zone.
- 5.4.4. Each Society Member may, through their Regional Zone, exercise their vote on any resolution at a General Meeting.
- 5.4.5. Each Society Member shall maintain a register of its members in the format determined by the Board. Each Society Member shall provide its register of members, and all details contained within it, to DSNZ as requested from time to time.

5.5. Participant Member

- 5.5.1. An individual Participant is a New Zealand resident who wish to compete in DSNZ competitive events. An individual Participant that is recognised by, and registered with, an Associate or Social Member will, upon:
 - 5.5.1.1. The relevant Associate or Social Member notifying the DSNZ of the registration of the Participant with the Associate Member; and
 - 5.5.1.2. Registration with the DSNZ in accordance with Rule 5.7 (Admission as a

Member) become a Participant Member and is subject to the provisions of this Constitution.

- 5.5.2. Each Associate and Society Member must ensure that it provides the DSNZ with an up to date list of Participants who are registered with the Associate and Social Member upon an annual basis or upon request by the Board or DSNZ Secretary.
- 5.5.3. A person involved in sport for the deaf and hard of hearing and who is not a person recognised by, and registered with an Associate or Social Member may, on application in accordance with Rule 5.6 (Admission as a Member) be accepted by the Board (in their sole discretion) as a Participant Member.
- 5.5.4. A Participant Member is not entitled to notice of, or to attend, speak or vote at any general meeting.

5.6. Life Members

Life membership is the highest honour given to an individual for his/her services to Deaf Sports New Zealand and/or Deaf Sports.

- 5.6.1. A Special Resolution may elect an individual who has contributed long and meritorious service to the DSNZ as a Life Member at any general meeting.
- 5.6.2. An Associate Member or a Board Member may nominate an individual for election as a Life Member in accordance with the relevant Policy but must made to the Board in writing 60 days before the general meeting.
- 5.6.3. Nominations for a Life Member must set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.
- 5.6.4. If the nomination does not satisfy the eligibility criteria set out in the Policy, the Board may decide not to submit the nomination to the next annual general meeting for approval. If this occurs the Board shall provide reasons for their decision to the nominator.
- 5.6.5. A Life Member is entitled to the following privileges:
 - 5.6.5.1. Notice of and attendance at any general meeting with the right to speak but not to vote at any general meeting;
 - 5.6.5.2. Subject to any separate agreement with the DSNZ to the contrary, has no obligation, and may not be required, to pay any registration or subscription expenses;
 - 5.6.5.3. Invitations to major sporting events controlled by the DSNZ, and issued a DSNZ ID card for non-players.
 - 5.6.5.4. The privilege does not cover travel, accommodation or meal expenses.
- 5.6.6. A Policy will list the eligibility criteria and nomination procedure relating to Life Membership applications.

5.7. Admission as a Member

An organisation will become a Member and the Board will direct the DSNZ Secretary to record their name in the register of Members kept by the DSNZ as a Member (in the relevant

category of membership) only upon meeting the criteria applicable to membership and on receipt of a signed application in which the Member undertakes to:

- 5.7.1. Be bound by this Constitution, the Statutes and Regulations, and those of the Policies expressed to apply to it;
- 5.7.2. Agree to pay the fees and subscriptions determined to apply to the Member under Rule 5.8 (Membership fees); and
- 5.7.3. Support the DSNZ in the encouragement and promotion of its objects.

5.8. Membership fees

- 5.8.1. The Board must determine from time to time:
 - 5.8.1.1. The amount of the biennial membership fee payable by each Member and the due date for its payment; and
 - 5.8.1.2. Any other amount to be paid by each Member, whether of a recurrent or any other nature and the due date for its payment.
- 5.8.2. The Board may determine different levels of membership fees and other fees for different type of Members.
- 5.8.3. Each Member must pay the DSNZ the amounts determined according to this Rule within 1 calendar month of such amount being due.
- 5.8.4. The right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or any other amount is in arrears greater than 30 days from the date of the invoice.

5.9. Deferral or reduction of subscriptions

The Board may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Board are satisfied that:

- 5.9.1. There are reasonable grounds for doing so;
- 5.9.2. The DSNZ will not be materially disadvantaged as a result; and
- 5.9.3. The Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board.

5.10. Membership Rights and Obligations

- 5.10.1. Members acknowledge and agree that:
 - 5.10.1.1. An application for membership must be in writing and in such format as may be required by the Board from time to time. All applications for membership will be determined by the Board.
 - 5.10.1.2. Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of DSNZ.
 - 5.10.1.3. In order to receive or continue to receive membership entitlements,

Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Board, including payment of any membership or other fees within a required time period.

5.10.1.4. The failure by a Member to comply with Rule 5.10.1.3 may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.

5.10.1.5. They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.

5.10.2. Membership of DSNZ is biennial, and expires on 1st January in each second year. The membership requirements as set out in this Constitution and any regulations, must be complete by each Member by 1st December in each second year in order to have their membership of DSNZ renewed.

5.11. Resignation and Termination of Membership

5.11.1. A Member may resign by notice in writing to the NSA and within three months to be confirmed at a Board meeting then to the BGM for ratification.

5.11.2. Membership may also be withdrawn, suspended or terminated by the Board if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of DSNZ or if a member acts in a manner which is considered by the Board to be harmful to DSNZ or inconsistent with the standards of behaviours expected of a Member.

5.11.3. A Member whose membership is withdrawn, suspended or terminated by the Board may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of DSNZ or in the absence of any relevant provisions then by a General Meeting of DSNZ. If the issue goes to a General Meeting then the decision of the Board shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

5.12. No claim against the DSNZ

5.12.1. No Member whose membership ceases has any claim against DSNZ or the Board for damages or otherwise in respect of their membership of DSNZ.

5.13. Limited liability

5.13.1. Members have no liability to the DSNZ in their capacity as Members except as set out in Rule 21.1 (Indemnity).

6. Officers of the Organisation

6.1. The officers of DSNZ shall be:

6.1.1. The Patron;

6.1.2. Vice-Patron

6.1.3. Honorary Legal Advisor

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- 6.1.4. Honorary Auditor
 - 6.1.5. The President
 - 6.1.6. Secretary of the Board
 - 6.1.7. Treasurer
- 6.2. The Patron shall be invited by the Board to be the Patron. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.
 - 6.3. The Vice-Patron shall be invited by the Board to be the Vice Patron. The Vice-Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.
 - 6.4. Honorary Legal Advisor and Honorary Auditor shall be bestowed by the Board.
 - 6.5. The President shall be elected every four (4) years at the BGM. The President shall hold office for four (4) years until the next election of the President at the BGM. The President may be re-elected for further subsequent and consecutive terms of office.
 - 6.6. The Secretary of the Board shall be elected every two (2) years at the BGM. The Secretary of the Board shall hold office for two (2) years until the next election at the BGM. The Secretary of the Board may be re-elected for further subsequent and consecutive terms of office.
 - 6.7. The Treasurer shall be elected every two (2) years at the BGM. The Treasurer shall hold office for two (2) years until the next election at the BGM. The Treasurer may be re-elected for further subsequent and consecutive terms of office.
 - 6.8. Nominations for the President, Secretary of the Board, and the Treasurer shall be made in the same manner and at the same time as nominations for Elected Board Members under Rule 12.

7. General Meetings

- 7.1. DSNZ must hold a BGM every second year at such time, date and place as the Board determines but not more than 28 months after the last BGM.
- 7.2. Any other General Meetings shall be SGMs.
- 7.3. Only General Meetings can alter the Constitution and By Laws.

7.4. Biennial General Meetings

- 7.4.1. The Board must give Members at least 90 days' written notice of the BGM. The notice can be given by such methods as the Board may determine.
- 7.4.2. Not less than 30 days before the date set for the BGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the General Manager from the Members and/or the Board. Applications for Elected Board Members must be received not less than 60 days before the date set for the BGM.
- 7.4.3. The following business shall be discussed at the BGM:
 - 7.4.3.1. Reports from Deaf Sports including New Zealand Deaf Games, Deaflympics,

and National Sporting Associations

- 7.4.3.2. Reports from Deaf Sports New Zealand including the President's and the receipt from the Board of an audited annual financial report for the preceding financial year;
 - 7.4.3.3. The election of any vacancies arising in the positions of Elected Board Members;
 - 7.4.3.4. The election of any vacancy arising in the position of the President;
 - 7.4.3.5. The appointment of scrutineers for the meeting;
 - 7.4.3.6. Any motion(s) proposing to alter the Constitution;
 - 7.4.3.7. Any motion(s) proposing to alter the By Laws; and
 - 7.4.3.8. Any other items of business that have been properly submitted for consideration at the BGM.
- 7.4.4. An agenda containing the business to be discussed at an BGM (as set out in Rule 7.4.3) shall be sent by the President, General Manager to the Board and the Members by no later than 21 days before the date of the BGM. No additional items of business not listed on the agenda can be voted on but may be discussed by unanimous agreement of the meeting.

7.5. Special General Meetings

- 7.5.1. The Board must call an SGM upon a written request from:
 - 7.5.1.1. The Board itself; or
 - 7.5.1.2. Such Members as are entitled to exercise 50% or more of the voting rights of DSNZ.
- 7.5.2. The written request for an SGM must state the purpose for which the SGM is requested.
- 7.5.3. The SGM must only deal with the business for which the SGM is requested.
- 7.5.4. The notice requirements for the SGM are 30 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 to be given to Members.

7.6. Minutes

- 7.6.1. Full minutes shall be kept of all General Meetings and made available upon request by Members.
- 7.6.2. 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 the omission 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:
 - 7.6.2.1. The Chairperson in his or her discretion determines that it is still appropriate

for the meeting to proceed despite the irregularity, error or omission;

- 7.6.2.2. 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.

7.7. Quorum

- 7.7.1. 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 66% of the Members who are entitled to vote. The quorum must be present at all times during the meeting.
- 7.7.2. 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.

7.8. Control of General Meetings and Voting

- 7.8.1. The Chairperson of DSNZ shall preside at the General Meeting. If the Chairperson is unavailable then another member of the Board (appointed by the Board) shall preside 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.
- 7.8.2. The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:
- 7.8.2.1. Delegates of each Associate Member; and
- 7.8.2.2. Zone Delegates of Social Members.
- 7.8.3. The voting entitlement for each Member eligible to vote shall be as follows:
- 7.8.3.1. One vote for each Delegate of each Associate Member
- 7.8.3.2. One vote for each Regional Zone of Social members.

7.9. Method of Voting

- 7.9.1. Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 7.9.2. Elections of the President and Elected Board Members at a BGM must be undertaken by secret ballot.
- 7.9.3. If there are:
- 7.9.3.1. the same number of nominations as positions available; or
- 7.9.3.2. insufficient nominations for the positions,
- the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 8.5 (Vacancies on the Board).

- 7.9.4. Those applicants for the vacant Elected Board Member positions which have the highest number of votes in their favour will be declared elected.
- 7.9.5. An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified in this Constitution.
- 7.9.6. Proxy votes and postal votes shall only be accepted with written permission from Associate Member unable to attend the General Meeting, and must state how to vote on motions.
- 7.9.7. The Chairperson shall not vote at General Meeting. Unless in the event of inequality of votes at a General Meeting, then Chairperson shall have a casting vote.
- 7.9.8. In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

8. The Board

8.1. Role of the Board

- 8.1.1. The governance of DSNZ shall be vested in the Board, which may exercise all the powers of DSNZ and do all things which are not expressly required to be undertaken by DSNZ at a General Meeting.

8.2. Membership of the Board

The Board shall comprise of:

- 8.2.1. Six of persons elected by the BGM under Rule 12 (Election of Board Members); and
- 8.2.2. Maximum of three persons appointed in accordance with Rule 13 (Appointment of Advisory Board Members).

8.3. Ineligibility

A person seeking appointment, election, or to remain in office as a Board Member shall be eligible to do so whether or not they are a Member of DSNZ, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:

- 8.3.1. A person who is an employee of, or contractor to DSNZ.
- 8.3.2. A person who is an employee of a Member, where that Member is an Associate Member or Social Member of DSNZ;
- 8.3.3. 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.
- 8.3.4. 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.
- 8.3.5. 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.

- 8.3.6. 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.
- 8.3.7. If any of the circumstances listed in Rules 8.3.1 to 8.3.6 occur to a Board Member, that the Board Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position in Rule 8.3.1 then upon appointment to such position, that Board Member shall be deemed to have vacated his/her office as a Board Member.

8.4. Terms of Office of Board Members

- 8.4.1. The term of office for all Board Members shall be two years, expiring on conclusion of the relevant BGM. A Board Member may be re-elected to the Board for consecutive terms of office.

8.5. Vacancies on the Board

- 8.5.1. In the event there is a vacancy on the Board, the remaining Board Members may appoint a person of their choice to fill the vacancy or the Board may leave the vacancy unfilled until the next General Meeting. If the vacancy is for six months or longer the Board must refer the appointment to the Board Appointments Panel which should shall seek to fill the vacancy in accordance with Rule 11 (Board Appointments Panel), with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable.
- 8.5.2. The term of office for a person appointed as a Board Member to fill a vacancy under Rule 8.5 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

8.6. Removal of Board Member

- 8.6.1. The Members in an SGM called for this purpose may, by Special Resolution, remove any Board Member before the expiration of their term of office if the Members consider the Board Member has breached his or her duties as specified in Rule 9 (Duties and Powers of the Board).
- 8.6.2. Where the removed Board Member in Rule 8.3 (Ineligibility) was an Appointed Board Member, the Board shall appoint another person in their place to hold office until the expiration of the term of the Board Member which he or she is replacing. Where the removed Board Member was an Elected Board Member the vacancy shall be filled in accordance with Rule 8.5 (Vacancies on the Board).
- 8.6.3. Upon the General Manager Officer receiving a request for an SGM for the purpose of removing a Board Member, the General Manager shall send the notice to the Board Member concerned in addition to the Members in accordance with Rule 7.5 (Special General Meetings).
- 8.6.4. Following the notification under Rule 7.5 (Special General Meetings) and before voting on the resolution to remove a Board Member, the Board Member affected by

the proposed resolution 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 resolution.

8.6.5. The Board may, with the approval of a motion by no less than two-thirds of the Board, remove any Board Member from the Board, before the expiry of their term of office if the Board considers the Board Member concerned has seriously breached their duties as specified in Rule 9 (Duties and Powers of the Board) such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:

8.6.5.1. The Board Member concerned shall be notified that a Board meeting is to be held to discuss the proposal to remove the Board Member from office; and

8.6.5.2. 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.

9. Duties and Powers of the Board

9.1. Duties of the Board

The duties of each Board Member are to:

- 9.1.1.** Regularly attend Board meetings and General Meetings of DSNZ;
- 9.1.2.** Provide good governance for DSNZ;
- 9.1.3.** Exercise the powers of the Board for proper purpose;
- 9.1.4.** Regularly monitor and review the performance of DSNZ;
- 9.1.5.** Act in good faith and the best interests of DSNZ at all times;
- 9.1.6.** Act, and ensure DSNZ acts, in accordance with this Constitution;
- 9.1.7.** Formulate such by-laws, regulations, policies and procedures as are appropriate for DSNZ;
- 9.1.8.** Where appropriate, engage in activities to promote, market, represent and fundraise for DSNZ;
- 9.1.9.** Disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest;
- 9.1.10.** Take such other steps as determined by the Board in respect of any interest specified in Rule 18 (Alteration of Rules), which may include, without limitation, abstaining from deliberations and/or vote regarding such interest;
- 9.1.11.** Not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:

- 9.1.11.1. As agreed by the Board for the purposes of DSNZ;
 - 9.1.11.2. As required by law; or
 - 9.1.11.3. To persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- 9.1.12. Do such other things within these rules as the Board agrees to promote the objects of DSNZ.

9.2. Powers of the Board

The Board shall have the power to:

- 9.2.1. Appoint the General Manager, and other staff;
- 9.2.2. Define delegations of authority from the Board to the General Manager, and other staff;
- 9.2.3. Adopt and review the strategic plan for DSNZ;
- 9.2.4. Adopt and review the annual plan and budget for DSNZ;
- 9.2.5. Determine applications from individuals, clubs and regional bodies wishing to be Members of DSNZ;
- 9.2.6. Hold national meetings and forums for the Members, including General Meetings;
- 9.2.7. Sanction competitions and events as DSNZ events;
- 9.2.8. Approve rules and regulations for any DSNZ competitions or events including conditions of entry;
- 9.2.9. Establish sub-committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- 9.2.10. Employ, engage or otherwise appoint coaches, managers, selectors, officials, judges, and other support personnel for DSNZ national representative teams and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- 9.2.11. Delegate to selectors the power to select athletes and teams to be national representatives;
- 9.2.12. Determine the yearly calendar for international, national, and other competitions;
- 9.2.13. Subject to this Constitution, fill vacancies on the Board, and any commissions, committees or other groups which are established by it;
- 9.2.14. Control expenditure and raise funds to fulfil the Objects of DSNZ;
- 9.2.15. Open and operate in the name of DSNZ such bank accounts as deemed necessary;
- 9.2.16. 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;

- 9.2.17. Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- 9.2.18. Establish such corporate and other entities to carry on and conduct all or any part of the affairs of DSNZ;
- 9.2.19. Resolve and determine any disputes or matters not provided for in this Constitution; and
- 9.2.20. Do all other acts and things which are within the powers and Objects of DSNZ and which the Board considers are appropriate.

9.3. If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, any regulations, or the policies or procedures of DSNZ, the matter will be determined by the Board.

10. Board Meetings and Procedure

- 10.1. Except to the extent specified in this Constitution, the Board shall regulate its own procedure.
- 10.2. The role of the President is to act as a Chairperson to chair meetings of the Board and to represent the Board. In the event of the unavailability of a Chairperson for any reason, then another Board Member appointed by the Board shall undertake the Chairperson's role during the period of unavailability.
- 10.3. Board meetings may be called at any time by the Chairperson or two Board Members but generally the Board shall meet at regular intervals agreed by the Board.
- 10.4. The quorum for a Board meeting shall be 50% of elected Board Members of the Board.
- 10.5. Each Board Member shall have one vote, with the exception of the Chairperson. Voting shall be by voices or upon request of any Board Member by a show of hands or by a ballot. Proxy and postal voting are not permitted.
- 10.6. In the event of a tie, the Chairperson shall have the casting vote.
- 10.7. A resolution in writing, signed or consented to by email, facsimile 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.
- 10.8. Any Board Member may participate in any meeting of the Board and vote on any proposed resolution 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 hear 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.
- 10.9. The Board may, by majority vote, pay an honoraria and/or reimburse its Board Members for their actual and reasonable expenses incurred in the conduct of DSNZ's business. Prior to doing so the Board must establish a policy to be applied to any question of reimbursement

and the payment of the honoraria.

11. Board Appointments Panel

- 11.1. There shall be a Board Appointments Panel comprising of the following three (3) people:
- 11.1.1. One person being the Chairperson of the Executive Board (or his/her nominee);
 - 11.1.2. One nominee who is an independent professional who is experienced in governance and the functions and appointment process of directors and/or trustees in New Zealand, as determined by the Board; and
 - 11.1.3. One nominee who is independent of the Board and who has an interest and understanding of Deaf Sports in New Zealand, as determined by the Board.
- 11.2. No person will be eligible to be a member of the Board Appointments Panel, or to remain on the Board Appointments Panel, if any of the circumstances listed in Rule 8.3.1 to Rule 8.3.7 (Ineligibility) inclusive have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to an appointee to, or a member of, the Board Appointments Panel.
- 11.3. If the Board as a whole has been removed, resigns en masse or does not have a quorum and is therefore unable to appoint the Board Appointments Panel, it shall be appointed by the Halberg Disability Sports Foundation.
- 11.4. The convener of the Board Appointments Panel shall be the Chairperson or his/her nominee, as specified in Rule 11.1.1.
- 11.5. The members of the Board Appointments Panel shall remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which the Board Appointments Panel was established. There is no limited to the number of occasions a person can be appointed to the Board Appointments Panel.
- 11.6. The Board Appointments Panel shall be independent of the Board and shall be responsible for:
- 11.6.1. Identifying and inviting suitable candidates to apply for appointment as an Appointed Board Member;
 - 11.6.2. Advertising and inviting members of the public to apply for appointment as an Appointed Board Member;
 - 11.6.3. Receiving and assessing applications from candidates for appointment as Appointed Board Members (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
 - 11.6.4. Deciding the candidates to be appointed as Appointed Board Members;
 - 11.6.5. Receiving and assessing applications from candidates for election as Elected Board Members at a General Meeting (including, undertaking such enquiries and holding interviews and meetings as it sees fit);
 - 11.6.6. Recommending to the General Meeting at which any vacancy in the position(s) of Elected Board Member arises, the applicant(s) whom the Board Appointments Panel considers would best suit the position(s), for consideration and vote by those

present and entitled to vote at a General Meeting; and

- 11.6.7. Such other related matters as set out in any applicable regulations.
- 11.6.8. In determining the Appointed Board Members, and recommending persons to be Elected Board Members, the Board Appointments Panel shall do so based on merit and shall take into account the following factors about the applicant and the Board as a whole:
 - 11.6.8.1. Their prior experience as a director, trustee, or experience in any other governance role;
 - 11.6.8.2. Their knowledge of, and experience in Deaf Sports generally, at international, national, and/or local level;
 - 11.6.8.3. Their occupational skills, abilities and experience;
 - 11.6.8.4. Their knowledge of, and experience in, community, sports and/or not for profit organisations generally;
 - 11.6.8.5. The desire for conflicts of interest on the Board to be minimised;
 - 11.6.8.6. The desire for a wide range of skills and experience on the Board including skills in commerce, finance, marketing, law or business generally; and
 - 11.6.8.7. The desire for gender balance on the Board.
- 11.6.9. No member of the Board Appointments Panel may seek appointment as a Board Member whilst a member of the Board Appointments Panel.
- 11.6.10. The Board Appointments Panel shall meet as and when required and in such manner as it thinks fit, including by teleconference.
- 11.6.11. The quorum for a meeting of the Board Appointments Panel shall be 3 members.
- 11.6.12. Any decision of the Board Appointments Panel regarding the appointment of Appointed Board Members and the persons to be recommended as Elected Board Members must be unanimous.
- 11.6.13. All information received by the Board Appointments Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of the Board Appointments Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the convener and if the convener considers it appropriate to do so, s/he may require that member to vacate their position on the Board Appointments Panel. If the convener considers s/he may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on the Board Appointments Panel.
- 11.6.14. Any vacancy that arises in the membership of the Board Appointments Panel shall be filled with a replacement member to be appointed by the person or organisation that appointed the Board Appointments Panel member for which the vacancy arises (as specified in Rule 19.1).
- 11.6.15. The Board may remove any member of the Board Appointments Panel if the Board

considers, in its sole discretion, that:

- 11.6.15.1. The member has a conflict of interest which has not be satisfactorily resolved to the Board's satisfaction by the convener;
 - 11.6.15.2. There are circumstances which may give rise to a question of actual or apparent bias in the Board Appointment Panel's composition and/or process; or
 - 11.6.15.3. Any of the circumstances listed in the Rule 8.3.1 to Rule 8.3.7 (Ineligibility) have occurred to the member.
- 11.6.16. Before removing any member from the Board Appointments Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of the Board Appointments Panel the opportunity to make submissions on the proposed removal.

12. Election of Board Members

The Board Members shall be elected as follows:

- 12.1. The Executive Board shall call for applications for any Board Member positions that are to be vacated due to the expiry of their term of office at an BGM at least 90 days prior to the BGM.
- 12.2. Applications for Board Member positions shall be made by applicants in the approved form as determined by the Board and received at the registered office of DSNZ not less than 30 days before the date set for the BGM.
- 12.3. Upon receipt of any applications for vacancies for Board Member(s) positions, the General Manager shall refer all the applications to the Executive Board.
- 12.4. Upon receipt of any applications for vacancies for Board Member(s) positions, the General Manager shall no later than 21 days before the date of the BGM (in the BGM Agenda), notify the Members of the applications received for the vacant positions of Board Members, at the BGM.
- 12.5. Other Positions: Applicants for positions as Board Members may not hold or continue to hold, a position as an employee of DSNZ if they are appointed or elected as a Board Member.

13. Appointment of Advisory Board Members

The Advisory Board Members shall be appointed as follows:

- 13.1. The Board Appointments Panel may call for applications for any Advisory Board Member position.
- 13.2. Upon receipt of any applications for Advisory Board Member(s) positions, the General Manager shall refer all the applications to the Board Appointments Panel.
- 13.3. The Board Appointments Panel shall undertake its responsibilities as set out in Rule 11.6 (Board Appointments Panel) and notify the Executive Board of the Advisory Board

Member(s) who are to assume office and any recommended applicant or applicants whom it considers would best suit the vacant positions of Advisory Board Members for consideration .

- 13.4.** Upon accepting of any application for vacancies for Advisory Board Member(s) positions, the General Manager shall notify the Members of the Appointed Advisory Board Members it has appointed.

14. Staff

14.1. General Manager

- 14.1.1.** There shall be a General Manager of DSNZ who shall be employed for such term and on such conditions as the Board may determine.
- 14.1.2.** The General Manager shall be under the direction of the Board and shall be responsible for the day-to-day management of the affairs of DSNZ in accordance with the Rules, regulations, by-laws, policies and procedures of DSNZ and within such delegated authority as may be imposed by the Board.
- 14.1.3.** The General Manager may attend Board meetings on and when required by the Board but will have no voting rights.

14.2. Finance Manager

- 14.2.1.** The General Manager may decide there shall be a Finance Manager of DSNZ who shall be employed for such term and on such conditions as the Board may determine.
- 14.2.2.** The Finance Manager shall be under the direction of the General Manager and shall be responsible for the day-to-day management of the financial affairs of DSNZ in accordance with the Rules, regulations, by-laws, policies and procedures of DSNZ and within such delegated authority as may be imposed by the General Manager.
- 14.2.3.** The Finance Manager may attend Board meetings on and when required by the Board but will have no voting rights.

14.3. Additional Staff

- 14.3.1.** The General Manager may decide there shall be other staff of DSNZ who shall be employed for such term and on such conditions as the Board may determine.
- 14.3.2.** Staff shall be under the direction of the General Manager and shall be responsible for the day-to-day management of their role as set out in their job description and in accordance with the Rules, regulations, by-laws, policies and procedures of DSNZ and within such delegated authority as may be imposed by the General Manager.

15. Anti-Doping

- 15.1.** The rules of Deaf Sports New Zealand for anti-doping shall be the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, and as amended from time to time.
- 15.2.** For avoidance of doubt, the Sports Anti-Doping Rules referred to in rule 15.1, shall replace all

existing anti-doping rules, policies, by-laws or regulations of Deaf Sports New Zealand.

- 15.3. To the extent of any inconsistency between the Sports Anti-Doping Rules and any rule in this Constitution or any policy, regulation or by-law of Deaf Sports New Zealand, the Sports Anti-Doping Rules shall apply.

16. Finances

- 16.1. Unless otherwise determined by the Board, the financial year of DSNZ shall end on the 30th day of June each year.
- 16.2. Statements of financial position and financial performance shall be audited each year and the audited accounts shall be submitted to the AGM. The auditors shall be appointed at each BGM.

17. Common Seal

- 17.1. The common seal of DSNZ 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 Chairperson and another Board Member.

18. Alteration of Rules

- 18.1. The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 18.2. 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 DSNZ. This Rule 19.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

19. Application of Income

- 19.1. The income and property of the organisation shall be applied solely towards the promotion of the Objects of DSNZ. No Member of DSNZ, or anyone associated with a Member, is allowed to take part in, or influence any decision made by DSNZ in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 19.2. Except as provided in this Constitution:
- 19.2.1. No portion of the income or property of DSNZ shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Board Member; and
- 19.2.2. No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Board Member except under Rule 10.9 (Board Meetings and Procedure).
- 19.3. Any payments made to a Member of DSNZ, or person associated with a Member, must be for goods or services that advance the charitable purpose of DSNZ, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and

its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

20. Liquidation

- 20.1. DSNZ must be liquidated up if DSNZ, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring DSNZ 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.
- 20.2. A resolution passed by the Members to put the organisation into liquidation must be confirmed at a second SGM which is to be held no earlier than 30 days before the first SGM.
- 20.3. If upon the winding-up or dissolution of DSNZ 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 DSNZ but shall be given or transferred to some other association, organisation or body having objects similar to the objects of DSNZ, or to some other charitable organisation or purpose within New Zealand.

21. Indemnity

- 21.1. DSNZ shall indemnify every member of the Board, the General Manager and other officers and employees of DSNZ in respect of all liability arising from the proper performance of their functions connected with DSNZ.
- 21.2. Every member of the Executive, agent, auditor, NSA and other Officers for the time being of the DSNZ shall be indemnified out of the assets of DSNZ against any liability incurred by him/her in defending any proceedings, civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the Court in respect of any negligence, default, breach of duty or breach of trust.
- 21.3. DSNZ shall insure against loss, damage, risks, accidents and liabilities of all kinds which may affect DSNZ in any way or in respect of the servants or employees of DSNZ or in respect of the property belonging to leased by or loaned to the DSNZ and shall pay premiums on all such insurances.