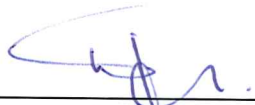


Certified as a true and correct copy of the Constitution passed at the Annual General Meeting of the Society held on 1 November 2024 by:

Signature: 

Name: *Ralph Vincent Jones*

Signature: 

Name: *Anthony John Shaw*

Signature: 

Name: *Barbara Joan Rocco*

Constitution

IHC New Zealand Incorporated

Table of Contents

1.	Name	4
2.	Registered Office	4
3.	Definitions	4
4.	Purposes.....	5
5.	Powers.....	6
6.	Membership	7
7.	Termination of Membership.....	8
8.	Life Membership	8
9.	IHC Distinguished Service Award	9
10.	Governance	9
11.	General Meetings.....	9
12.	IHC Board of Governance.....	11
13.	Powers and Functions of the Board	12
14.	Board Appointments Committee	13
15.	Member Council.....	14
16.	Finances	15
17.	Associations.....	15
18.	Association Committees.....	16
19.	Association General Meetings.....	17
20.	Eligibility and Disqualification of Officers, Board and Committee Members	17
21.	Dispute Resolution.....	18
22.	Notice of Meetings and Other Notices.....	21
23.	Procedure at Meetings and Voting	22
24.	Patrons	24
25.	Common Seal.....	24
26.	Alterations to Constitution	24
27.	Winding Up	25

1. Name

The name of the Society shall be **IHC New Zealand Incorporated**.

2. Registered Office

The registered office shall be at such address or such office as the Board may from time to time determine.

3. Definitions

In this Constitution, unless inconsistent with the context:

"The Act" means the Incorporated Societies Act 2022.

"Annual General Meeting" means the annual general meeting of the Society.

"Association" means an Association of the Society established under Rule 17.

"Association Committee" means a committee established under Rule 18.

"Board" means the IHC Board of Governance.

"Board Appointments Committee" means the committee established under Rule 14.

"Branch Life Member" means a person elected as a Branch Life Member prior to 2008.

"Chief Executive" means the person who is appointed by the Board to be the Chief Executive of the Society.

"Contact Person" means the person or people who are appointed by the Board to be the contact person for the purposes of the Act.

"Constitution" means the rules contained in this document being the rules of the Society (formerly known as the Constitution and Rules of the Society).

"General Meeting" means an Annual General Meeting or a Special General Meeting.

"IHC Distinguished Service Award Recipient" means Branch Life Members and a person who receives the IHC Distinguished Service Award conferred in accordance with Rule 9.

"Life Member" means a person elected as a New Zealand Life Member of the Society prior to 2008 and all Life Members persons subsequently appointed under Rule 8.

"Member/s" means members of the Society admitted under Rule 6.

"Member Council" means the council of members established under Rule 15.

"Memorandum" means a memorandum of the Board completed under Rule 23.12.

"National Office" means the 15th Floor, 57 Willis Street, Wellington, or any subsequent office where the Chief Executive is based from time to time.

"Officer" means the members of the Board and any natural person occupying a position in the Society that allows the person to exercise **significant influence over the management or administration of the Society, and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act.**

“Related Entity” means an entity that is related to the Society by way of the Society either:

- holding issued shares where such an entity is an incorporated company; or
- having appointment rights or voting rights where such an entity is a trust; or
- having membership rights or voting rights where such an entity is a society.

“Society” means IHC New Zealand Incorporated commonly known as IHC.

“Special General Meeting” means a meeting called in accordance with Rule 11.8.

4. Purposes

The purposes of the Society are:

- 4.1 To promote the welfare of all persons with an intellectual disability;
- 4.2 To assist parents, guardians and other persons who have the care of persons with an intellectual disability to provide for their needs;
- 4.3 To establish and maintain community-based support services for persons with an intellectual disability and their families;
- 4.4 To ensure that as far as possible appropriate support is available for every person with an intellectual disability in need of such support;
- 4.5 To train volunteers, employees, parents, and others in understanding and enhancing the life opportunities of persons with an intellectual disability;
- 4.6 To enlist support for the work of the Society from individuals, the government, and all public and private organisations whose activities may benefit persons with an intellectual disability and, where appropriate, to affiliate with such organisations;
- 4.7 To promote the integration of persons with an intellectual disability into a participative role in the community so as to enable them to be as independent as possible and to enjoy their rights as New Zealanders to live as normal a life as possible;
- 4.8 To protect persons with an intellectual disability from exploitation and abuse and to promote legal and other safeguards for them;
- 4.9 To proclaim the right of persons with an intellectual disability to appropriate training, education and other support that is necessary to enable them to develop their abilities fully;
- 4.10 To assist parents, guardians, and others to obtain services for the benefit of persons with an intellectual disability from the Government and public and private organisations;
- 4.11 To promote the publication of information on intellectual disability;
- 4.12 To promote research for the benefit of persons with an intellectual disability and their families;
- 4.13 To grant affiliation or other assistance to any organisation in New Zealand or elsewhere having objects similar to those of the Society; and

- 4.14 To do all such other things as are incidental or conducive to the attainment of any of the above objects.

5. Powers

To advance its objects the Society may exercise the following powers in addition to all other powers conferred by law:

- 5.1 To raise money by all lawful means, noting the following:
- 5.1.1 That all funds, income, and property raised or donated shall be legally vested in the Society and all funds and property received or held by any Association or any former Branch of the Society shall be the property of the Society;
 - 5.1.2 That the funds, income, and property of the Society shall be applied solely towards the promotion of its objects. Donations and bequests shall be applied toward such particular objects of the Society as may be specified by the donor or testator. Funds raised for a specific purpose shall be applied to that purpose. Other funds, including the proceeds of national fundraising projects and general-purpose donations and bequests, shall be applied as directed by the Board; and
 - 5.1.3 That surplus funds may be invested from time to time in any manner authorised by the Board;
- 5.2 To purchase, lease, exchange, hire or acquire, and to sell, surrender, mortgage, charge, manage, subdivide, develop and deal with, every kind of real or personal property;
- 5.3 To construct, maintain, restore, repair, alter and replace any buildings or other structures;
- 5.4 To borrow or raise money and secure the payment of monies borrowed in such manner as the Board shall think fit and in particular, by the issue of debentures or by way of mortgage charged upon any of the Society's property;
- 5.5 To apply the funds of the Society in furthering its objects and pending such application to invest such funds in any manner authorised by the Board;
- 5.6 To employ such staff and to engage such professional services as the Board shall think desirable;
- 5.7 To establish and support associations and institutions for the benefit of employees and their dependents and to grant pensions and allowances (retiring or otherwise) and to make payments towards superannuation, life assurance and accident and disablement insurance for employees or their dependants;
- 5.8 To effect insurances in respect of any undertaking activity or assets of the Society as the Board may think fit;
- 5.9 To indemnify any person or company against debts, liabilities, claims, and proceedings incurred on behalf of, or in the course of, providing any services for the Society and for this purpose to charge any of the assets of the Society; and
- 5.10 Generally, to carry out such other powers and functions as the Board may deem necessary for the advancement of the objects of the Society.

6. Membership

- 6.1 Members of the Society shall include:
- 6.1.1 Members;
 - 6.1.2 IHC Distinguished Service Award Recipients; and
 - 6.1.3 Life Members.
- 6.2 Membership of the Society shall be open to all individual natural persons who submit an application to National Office. The application shall include an undertaking to be bound by this Constitution and the Society's philosophy and policy. Membership shall be conferred upon acknowledgement by National Office of receipt of the application and payment of the subscription. The Board reserves the right to decline any application.
- 6.3 Upon confirmation of membership a Member shall be entitled to attend and after three (3) months speak and vote at all General Meetings of the Society and the relevant Association in which they elect to exercise any voting rights pursuant to Rule 11.1.
- 6.4 **Register of Members:** A register of Members shall be maintained at the National Office which shall contain the names and addresses of Members and their financial status as Members. The register shall be open to inspection by any member of the Board or any Member with the consent of the Board.
- 6.5 Every Member shall provide the Society with that Member's full contact details in accordance with Rule 6.4 and promptly advise the Society of any changes to those details.
- 6.6 The register shall also record, for each Member (including Life Members and honorary members) who ceased to be a Member within the previous seven (7) years, that former Member's name and the date on which they ceased to be a member.
- 6.7 **Contact Person:** The Board shall appoint at least one (1) individual, and no more than three (3) individuals, as the Contact Person for the Purposes of the Act. The Contact Person must be at least 18 years of age and ordinarily resident in New Zealand. The Contact Person will be the person whom the Registrar can contact.
- 6.8 **Subscriptions:** The annual subscription will be fixed by the Annual General Meeting of the Society. The annual subscription shall apply from the 1st of July of the next ensuing financial year. No subscription shall be payable by Life Members, or IHC Distinguished Service Award Recipients. Before the end of the Society's financial year an invoice for the annual subscription for the next ensuing financial year shall be sent to each Member and the subscription shall be deemed in arrears if unpaid by 31 October (being four (4) months from the commencement of the financial year).
- 6.9 Members may elect to pay their annual subscription for three (3) years in one (1) payment at the amount fixed in accordance with Rule 6.8 in the year in which they elect to prepay their subscription. Members who elect to pay their subscription in this way shall not be required to pay any increased annual subscription fees for the second and third year of their membership period. Such prepaid subscriptions are non-refundable if the Member resigns from the Society or whose membership is otherwise terminated from the Society.
- 6.10 Submitting an application to become a Member in accordance with Rule 6.2 shall be deemed to constitute consent to becoming a Member, a copy of this written consent will be retained in the Society's membership records.

7. Termination of Membership

- 7.1 A Member may resign at any time by giving notice in writing to National Office.
- 7.2 Without limiting the power of the Board in Rule 13.7 the Board may call upon a Member to resign if there is reason to believe that the Member has been guilty of or party to conduct contrary to this Constitution or inimical to the objects or interests of the Society. Before a Member's resignation is called for under this Rule, the Member shall be given notice in writing by the Board of the complaint and shall be given a reasonable opportunity of being heard in defence. Such notice in writing shall be served by delivery in person or by registered post to the last known mailing address. If no response is received within four weeks of a notice so delivered, then by direction of the Board the Member's name shall be removed from the register. The Board shall, pursuant to Rule 13.8, appoint a committee to hear the complaint and make a recommendation to the Board. The decision of the Board following such recommendation shall be final.
- 7.3 The removal or resignation of a Member shall not be a release from antecedent liability to the Society.

8. Life Membership

Any Member who has rendered exceptional service to the Society nationally shall be eligible for election as a Life Member and such election shall be conducted in the following manner:

- 8.1 Nomination of any person as a Life Member shall be made in writing with the written support of at least four (4) members of the Board (which must include the Board members who propose and second the nomination);
- 8.2 The nomination shall be submitted to the Board for approval by Memorandum. The Memorandum shall set out the full name and address of the person nominated and the name and address of the Board members who propose, second and support the nomination. The notice shall include the fullest possible information in support of the nomination and the grounds upon which it is considered life membership should be granted. Where a member of the Board is to be considered for life membership the Memorandum shall not be sent to such Member;
- 8.3 If not less than three-fourths of the members of the Board approve the nomination, the person nominated shall then be advised that the Society wishes to confer life membership;
- 8.4 The person nominated and approved by the Board shall be notified to the Members at the Annual General Meeting of the Society and acknowledged by acclamation. The person nominated shall be presented with the award of Life Member at the Annual General Meeting or at an appropriate function; and
- 8.5 A Life Member shall be entitled to attend, speak, and vote at all General Meetings of the Society. A Life Member may if eligible in accordance with all other provisions of this Constitution hold office on the Board, Member Council, Board Appointments Committee, or an Association.

9. IHC Distinguished Service Award

Any Member who has rendered distinguished service to an Association or former Branch of the Society shall be eligible for an IHC Distinguished Service Award. Such award will be conferred in the following manner.

- 9.1 The nomination of any person for an IHC Distinguished Service Award shall be made in writing with the written support of at least five (5) Members including the Members who propose and second the nomination;
- 9.2 The nomination shall be submitted to the Board for approval by Memorandum. The Memorandum shall set out the full name and address of the person nominated and the names and addresses of the Members who propose, second and support the nomination. The notice shall include the fullest possible information in support of the nomination and the grounds upon which it is considered an IHC Distinguished Service Award should be conferred;
- 9.3 If not less than three-fourths of the members of the Board approve the nomination, the person nominated shall be advised that the Society wishes to confer an IHC Distinguished Service Award.
- 9.4 The person nominated and approved by the Board shall be acknowledged during the Annual General Meeting of the Society and the Award shall be presented at an appropriate occasion.
- 9.5 A recipient of an IHC Distinguished Service Award shall be entitled to attend, speak and vote at all General Meetings of the Society and may if eligible in accordance with all other provisions of this Constitution hold office on the Board, Member Council or an Association.

10. Governance

The Governance of the Society shall be vested in:

- 10.1 The Society in General Meeting as the Society's supreme authority; and
- 10.2 The Board elected or appointed in accordance with Rule 12 and which shall have the powers and functions specified in Rule 13 and may exercise all other powers of the Society not by this Constitution reserved to the Society in General Meeting.

11. General Meetings

- 11.1 All Members of the Society are entitled to attend any General Meeting of the Society and any meeting of the Association in their area of residence and provided they have been a Member for not less than three (3) months to speak and vote. Voting at General Meetings shall be in accordance with Rule 23.7. Any Member may, subject to Rule 23.7.3, by notice in writing to National Office elect to exercise voting rights in an Association outside their area of residence.
- 11.2 General Meetings may be held by those participating:
 - 11.2.1 being assembled together at the time and place appointed for the meeting; or
 - 11.2.2 by means of audio, audio and visual, or electronic communication; or
 - 11.2.3 by a combination of both the methods listed in this Rule 11.2.

- 11.3 The Annual General Meeting of the Society shall be held not later than 15 December in each year. The financial year shall end on such date in June of each year as the Board shall determine from time to time.
- 11.4 The following business shall be dealt with at the Annual General Meeting:
- 11.4.1 Notification of Board appointments made by the Board Appointments Committee in accordance with Rule 12.4;
 - 11.4.2 The appointment of an auditor who shall be a firm of Chartered Accountants (that is a member of Chartered Accountants Australia and New Zealand and not a Member) on such remuneration as shall be fixed by the Board;
 - 11.4.3 The consideration and adoption of the annual reports and consolidated accounts;
 - 11.4.4 The consideration of remits of which notice has been given pursuant to Rule 11.5; and
 - 11.4.5 Acknowledgment by acclamation of the recipients of Life Membership and notification of recipients of IHC Distinguished Service Awards.
- 11.5 Remits may be brought before the Annual General Meeting by the Board or by Members in accordance with the procedure set out in Rules 11.6 and 11.7.
- 11.6 Notice of the intention of Members to move a remit at the Annual General Meeting shall be given to the Board in writing by no fewer than twenty (20) Members not less than sixty (60) days before the date of the Annual General Meeting. The Board shall give notice to all Members of any remit to be brought by the Board or by Members not less than thirty days (30) before the Annual General Meeting.
- 11.7 On receipt of a remit under Rule 11.6 the Board may at its discretion:
- 11.7.1 Consult with the proponents on the implications and content of the remit and agree with them on amendments prior to notification of the remit to Members;
 - 11.7.2 Include the comments and recommendations of the Board in the notification to Members;
 - 11.7.3 Propose amendments to the remit for consideration with the remit at the Annual General Meeting;
 - 11.7.4 Require the remit to be removed from the agenda of the Annual General Meeting and referred (with the comments, recommendation or amendments of the Board) to a referendum of Members under Rule 11.9; and
 - 11.7.5 Require implementation of any remit adopted by the Annual General Meeting to be deferred for such period not exceeding 18 months as the Board specifies.
- 11.8 A Special General Meeting of the Society may be convened by the Board and shall be convened by the chair of the Board upon receiving a petition to do so from no fewer than two hundred (200) Members. The chair of the Board shall ensure a copy of such petition is given to the Board. The meeting shall be held within sixty (60) days of the receipt of any such petition.
- 11.9 Any matter to be referred to a referendum of Members pursuant to Rule 11.7.4 shall as soon as practicable after the date on which the Board has resolved to make the referral be sent by post to each Member of the Society at the address appearing on the register of Members maintained by the Society. A voting paper containing the remit and any comments, recommendations or amendments of the Board, directions as to voting as may be appropriate and the date upon which the referendum will close shall be included. Immediately following the date fixed for the closing of the referendum the Chief Executive shall count, record, and

advise the Board of the result of the referendum including the number of votes cast in favour of and against the proposal.

- 11.10 Attendance at a General Meeting of the Society is limited to the current Members and the Board.
- 11.11 The chair of the Board may from time to time invite non-members to attend General Meetings of the Society.
- 11.12 Minutes must be kept of all General Meetings. Minutes of General Meetings may be made available to Members on request,
- 11.13 The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% of Members entitled to vote at a General Meeting and voting on the written resolution. Any such written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more Members (in writing or by electronic signature).

12. IHC Board of Governance

- 12.1 The Board shall consist of the following members:
 - 12.1.1 Six (6) Members to be appointed by the Board Appointments Committee in accordance with Rule 12.4;
 - 12.1.2 The chair of the Member Council appointed in accordance with Rule 15.5; and
 - 12.1.3 The Chief Executive
- 12.2 **Chief Executive as Board Member:** The Chief Executive shall be deemed to be a voting member of the Board at all times when the Chief Executive holds director or board roles for any Related Entity.
- 12.3 Where the Chief Executive is not a voting member of the Board by operation of Rule 12.2 the Chief Executive shall attend all Board meetings but shall have no right to vote.
- 12.4 **Board Appointments:**
 - 12.4.1 The Board Appointments Committee shall carry out and regulate the Board appointment process in accordance with this Rule 12 and otherwise as it sees fit.
 - 12.4.2 The Board Appointments Committee shall convene when necessary to appoint a Member of the Society to fill a vacancy on the Board and shall notify the Chief Executive of that appointment.
 - 12.4.3 At the Annual General Meeting the Chief Executive shall notify the Members of the appointed Board Members.
- 12.5 **Board Appointments Criteria:** The Board Appointments Committee shall take into account the following factors when considering a candidate as part of its appointment process:
 - 12.5.1 their skills and abilities;
 - 12.5.2 their knowledge and first-hand experience of disability;
 - 12.5.3 the representation of family members; and

- 12.5.4 the make-up of the Board as a whole.
- 12.6 The term of office for all Board members shall be three (3) years from the date of appointment. A Board member shall be eligible for re-appointment for two (2) subsequent and consecutive terms of three (3) years.
- 12.7 A Board member who has served three (3) consecutive terms shall be ineligible for re-appointment as a Board member in the ensuing year. Such Board member, after standing down for not less than two (2) years, may again be eligible for re-appointment for two (2) further terms of three (3) years and shall cease to be eligible after that.
- 12.8 The Board shall determine its own procedure for appointment of a Board member as chair of the Board and the term of office of such chair provided that the Chief Executive cannot act as chair of the Board.

13. Powers and Functions of the Board

The Board shall exercise all the powers of the Society which are not by this Constitution reserved to the Society in general meeting. Without otherwise limiting the scope of its powers the Board shall have authority to:

- 13.1 Decide how national fundraising projects and general-purpose legacies and donations will be applied in the absence of any specific direction from the donor or testator;
- 13.2 Establish, amalgamate, or dissolve Associations and in consultation with the Members involved, fix the geographical areas of operation of Associations;
- 13.3 Define the financial and contractual powers of Associations and establish organisation manuals to control the administration and financial procedures of Associations in accordance with Rule 16;
- 13.4 Inspect the books and records of any Association and generally do any act in respect of any Association which a principal may do in respect of an agent;
- 13.5 Deal with any breach of this Constitution, bylaws or regulations or any misconduct on the part of an Association and dissolve the Association for refusal to comply with the instructions of the Board or which in the Board's opinion is acting in a manner inimical to the interests of the Society. This power shall be exercised only:
- 13.5.1 After the Association whose dissolution is proposed has been notified of the reasons for the proposed dissolution and has been given a reasonable opportunity of being heard by the Board at a meeting of the Association to be convened for the purpose; and
- 13.5.2 By a resolution of the Board passed by Memorandum under Rule 23.12 or by a majority vote of not less than three-fourths of the members of the Board present at a special meeting called for the purpose;
- 13.6 Conduct the affairs of any Association where no properly elected chair or committee exists;
- 13.7 Deal with any breach of this Constitution, bylaws or regulations or any misconduct on the part of Members and impose penalties including disqualification, suspension or removal from membership pursuant to Rule 7.2 of any Member guilty of conduct contrary to this Constitution or inimical to the objects or interests of the Society;
- 13.8 Appoint committees with authority to hear, and report recommendations to the Board upon any complaint against any Member;

- 13.9 Appoint committees and sub-committees consisting of such persons (whether or not Members) and for such purposes as it thinks fit. Unless otherwise provided by this Constitution or resolved by the Board:
- 13.9.1 No committee may commit the Society to any financial expenditure without express authority; and
- 13.9.2 No committee may delegate any of its powers.
- 13.10 Appoint the members of the Board Appointments Committee and Member Council in accordance with this Constitution and establish policies on such appointment process as determined necessary by the Board from time to time.
- 13.11 Decide all matters arising in relation to the administration of the Society and exercise all the powers of the Society which are not by this Constitution made specifically exercisable by the Society in general meeting.

14. Board Appointments Committee

- 14.1 **Role:** The Board Appointments Committee shall be responsible for:
- 14.1.1 Identifying suitable candidates for appointment to the Board which might involve advertising and seeking recommendations from Members;
- 14.1.2 Selecting and interviewing suitable candidates;
- 14.1.3 Appointing the Board;
- 14.1.4 Succession planning; and
- 14.1.5 Such other related powers as may from time to time be imposed upon it and set out in regulations prescribed by the Board.
- 14.2 **Composition:** The Board Appointments Committee shall consist of the following members:
- 14.2.1 Deemed Members:
- The chair of the Board; and
 - The chair of the Member Council.
- 14.2.2 A Life Member appointed by the Board.
- 14.2.3 Two (2) nominees being independent professionals experienced in governance and director/board appointment processes in New Zealand as determined and appointed by the Board.
- 14.2.4 The Board may at any time delegate the responsibility to the chair of the Board for the appointment of the Life Member approved by the Board under Rule 14.2.2 and the independent professionals under Rule 14.2.3.
- 14.3 **Term:** The term of office for the members of the Board Appointments Committee shall be:
- 14.3.1 For Deemed Members, so long as they continue to hold their relevant office; and
- 14.3.2 For the nominees and Life Members, a period that is at the discretion of the Board, but for a term of no longer than nine (9) years.

14.4 **Meetings and Procedure:** Except as provided for by this Constitution or any regulations set by the Board from time to time, the Board Appointments Committee shall determine its own meeting procedures including appointment of a Board Appointments Committee chair and the term of office of such chair.

14.5 **Frequency of meetings:** The Board Appointments Committee will meet as often as it considers necessary or desirable to discuss candidates for appointment to the Board and to appoint the Board.

15. Member Council

15.1 **Role:** The role of the Member Council is:

15.1.1 To act as an advisory committee to the Board and facilitate communication between the Board, the Members, the Associations and the wider community;

15.1.2 To provide the Board with advice and information on matters of importance to people with intellectual disabilities and their families;

15.1.3 To support membership development and regeneration; and

15.1.4 Such other related functions as the Board may deem necessary for the advancement of the objects of the Society and as may be set out by regulations prescribed by the Board.

15.2 **Number of Members:** The Member Council shall comprise of no fewer than eight (8) and no more than twelve (12) members, of which two (2) members shall be people with an intellectual disability.

15.3 **Appointment:** Members of the Member Council shall be appointed by the Board upon satisfying such criteria as set by the Board from time to time. As part of the appointment criteria the Board will have consideration to:

15.3.1 Skills and abilities;

15.3.2 First-hand experience of disability; and

15.3.3 Geographic and Association representation.

15.4 **Term:** The term of office for the members of the Member Council shall be three (3) years from the date of first appointment. A member shall be eligible for re-election for two (2) subsequent and consecutive terms of three (3) years and thereafter shall cease to be eligible.

15.5 **Chair:** The Board shall appoint a member of the Member Council as chair of the Member Council. The term of office for the chair shall be for so long as they hold office as a member of the Member Council.

15.6 **Board member:** The chair of the Member Council shall be a deemed member of the Board and the Board Appointments Committee.

15.7 **Meetings and Procedures:** Except as provided for in this Constitution or any regulations set by the Board from time to time the Member Council shall determine its own meeting procedures. The Member Council will meet as often as necessary to carry out their work, but in any event no less than three (3) times a year.

16. Finances

- 16.1 The funds and property of the Society shall be:
 - 16.1.1 controlled, invested and disposed of by the Board, subject to this Constitution: and
 - 16.1.2 devoted solely to the promotion of the objects and purposes of the Society.
- 16.2 All moneys received by or on behalf of the Society are to be paid to the credit of the Society's account at one of the registered banks in New Zealand.
- 16.3 All payments made by the Society shall be authorised in accordance with delegated authorities that have been endorsed by the Board.
- 16.4 If required by the Act or the Charities Act 2005 or if otherwise the Board determines it desirable, the Board shall as soon as practicable after the end of the financial year of the Society cause the accounts of the Society to be audited by a chartered accountant appointed by the Board for that purpose (Auditor).
- 16.5 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of the Society.
- 16.6 The Society's financial year shall commence on 1 July of each year and end on 30 June (the latter date being the Society's Balance Date). The Society must file financial returns statements with the Registrar within six months of the Balance Date.
- 16.7 The financial year of the Society and all Associations may be amended from time to time as determined at an Annual General Meeting.

17. Associations

An Association is a group of not fewer than five (5) Members established by the Board and administered by an Association Committee under this Constitution to advance the objects of the Society within a defined geographical area. Associations may be established by the Board in any area in New Zealand.

- 17.1 If membership of an Association (excluding salaried staff members) shall at any time fall below five (5) the continuing existence of the Association shall be reviewed by the Board who may, after consultation with the Association Committee, exercise the power of amalgamation or closure in Rule 13.2.
- 17.2 No Member shall form an Association without first having received the consent of the Board. No Association shall join or become affiliated with any organisation without first having received the consent of the Board.
- 17.3 The activities of an Association shall include:
 - 17.3.1 Advocating for the rights of persons with an intellectual disability in the Association area;
 - 17.3.2 Developing family support networks;
 - 17.3.3 Undertaking local fundraising projects;
 - 17.3.4 Raising community awareness of IHC; and

- 17.3.5 Promoting and supporting the activities of self-advocates.
- 17.4 Associations shall not enter into any contract or make any financial commitment except to the extent and within the limits from time to time authorised by the Board.
- 17.5 No Association or any members of the Association shall issue or entertain any communication or take action in any way on any question affecting the whole of the Society without first having obtained the consent of the Board.
- 17.6 Associations may continue former sub-branches within the Association area. The powers and responsibilities of these shall be those specified by the Association and all the provisions of this Constitution as to the management and administration of Associations shall apply to former sub-branches.

18. Association Committees

- 18.1 An Association shall establish an Association Committee to carry out its activities and authorise expenditure of its funds. The powers and responsibilities of Association Committees shall be specified by the Board.
- 18.2 The Association Committee shall consist of a chair and in addition not fewer than four (4) nor more than twelve (12) members all elected annually. Should a vacancy occur during the year the vacancy or office may be filled by the Association Committee.

Should the Committee be reduced to four (4) or less committee members, a chair shall either:

- 18.2.1 Convene a general meeting of the Association to elect additional committee members;
or
 - 18.2.2 Notify the Board of the members who have agreed to be appointed to the committee and upon approval by the Board of such members, the vacancy may be filled; or
 - 18.2.3 Request the Board to review the position of the Association under Rule 18.1.
- 18.3 The Association Committee shall meet at intervals to be fixed by the Association Committee except that an annual general meeting of the Association shall be held no later than 31 October.
 - 18.4 Expenditure of Association funds shall require the approval of a majority of members of the Association Committee. Expenditure shall be in accordance with the Society's delegated authorities and guidelines.
 - 18.5 Association Committees shall conduct the affairs of the Association in accordance with this Constitution, the philosophy and policy of the Society and its operating manuals as are in existence and updated from time to time.
 - 18.6 The Board may appoint any person to attend any Association Committee or general meeting.
 - 18.7 Association Committee meetings may be convened by the chair of the Association and shall be convened by the chair on the requisition of any four Association committee members or any officer of the Society.
 - 18.8 The auditor of the Society shall have the right of access at all times to the books, accounts, minutes and other records and papers of any Association and shall be entitled to require from Association Committees such information and explanations as is considered necessary in the interests of the Society.

19. Association General Meetings

- 19.1 The annual general meeting of an Association shall be held not later than 31 October each year at such time and place as shall be fixed by the Association Committee.
- 19.2 The following business shall be dealt with at the annual general meeting of the Association:
- 19.2.1 Election of the chair of the Association;
 - 19.2.2 The election of committee members;
 - 19.2.3 Consideration of the chair's report on the Association's activities for the year and of activities planned for the following year;
 - 19.2.4 The consideration of the Association's funds account; and
 - 19.2.5 Consideration of such other matters as shall have been notified to the chair not less than ten (10) days before the date of the meeting.
- 19.3 A general meeting of any Association shall be convened by the Association Committee on a requisition signed by at least ten (10) members of the Association or when an Association consists of less than twenty (20) members, then by half the members. The meeting shall be held within thirty (30) days of receipt of the requisition. In the event of failure to comply with the request the requisitioning members may appeal to the Board.
- 19.4 The Board may request an Association to convene a general meeting of the members of an Association. If the Association fails within seven (7) days to give notice convening such general meeting to be held within thirty (30) days of the request, the Board may by giving notice to members of the Association convene the meeting.
- 19.5 The auditor appointed in accordance with Rule 11.4.2 is responsible to the Board to report on anything arising in relation to the affairs of an Association which in the course of the audit is considered to be of such importance that it should properly be brought directly to its attention.

20. Eligibility and Disqualification of Officers, Board and Association Committee Members

- 20.1 No Member or non-Member who is or has within the preceding year been employed by the Society (or any wholly owned subsidiary Company of the Society) on a permanent basis, or a spouse or partner of such Member or non-Member, shall be eligible:
- For appointment to the Board under Rule 12.4;
 - For appointment to the Board Appointments Committee under Rule 14.2;
 - For appointment to the Member Council under Rule 15.2;
 - For appointment as chair of the Member Council under Rule 15.5;
 - For election as chair of the Board, Board Appointments Committee or an Association;
 - For election as a member of an Association Committee;
 - To vote at any General Meeting of the Society or general meeting of an Association; or
 - To nominate or second nomination of any person for election or appointment to any of those offices.

This Rule shall not apply to the Chief Executive or the election to an Association Committee of a person with an intellectual disability employed by the Society (or any wholly owned

subsidiary of the Society) in a permanent part-time capacity of not more than sixteen (16) hours per week. Such person shall not be eligible to be chair of an Association.

- 20.2 Only a Member who is financial, an IHC Distinguished Service Award Recipient, or Life Member shall be eligible to be chair or a member of an Association Committee, the Board, or the Member Council.
- 20.3 Any member of the Board, Member Council, Board Appointments Committee, or an Association Committee shall be deemed to have vacated office if the member:
- 20.3.1 Resigns office by notice in writing to the Board or relevant chair of their committee or Association;
 - 20.3.2 Is absent from three (3) consecutive Board, Member Council, Board Appointments Committee or Association Committee meetings unless leave of absence has been obtained;
 - 20.3.3 In the case of any member of the Board, Member Council, Association or deemed members of the Board Appointments Committee ceases for any reason to be a Member of the Society;
 - 20.3.4 In the case of the chair or a committee member of an Association is removed by resolution of the Board;
 - 20.3.5 In the case of a Board member, is removed from office by resolution of all other members of the Board;
 - 20.3.6 Is the subject of a personal or property order made under the Protection of Personal and Property Rights Act 1988;
 - 20.3.7 Is convicted of a criminal offence punishable by imprisonment; or
 - 20.3.8 Is adjudicated bankrupt.
- 20.4 Any Member vacating office pursuant to Rules 20.3.1 or 20.3.2 shall remain eligible for re-appointment or re-election. Any Member vacating office pursuant to Rule 20.3.3 shall on re-joining the Society become eligible for re-appointment or re-election.
- 20.5 Any Member vacating office pursuant to Rules 20.3.6 and 20.3.8 shall three (3) years after the discharge of the order become eligible for re-appointment or re-election.
- 20.6 The chair of an Association who has served five (5) consecutive years shall be ineligible for re-election as chair in the ensuing year but shall remain eligible to remain a Committee Member. Such Member, after standing down for not less than one (1) year, may again be elected chair. A chair who has served a total of ten (10) years whether as chair of an Association or since 2006 as a Branch President whether consecutive or not shall cease to be eligible for re-election as chair of that Association.

21. Dispute Resolution

How a Complaint is Made

- 21.1 A Member or an Officer may make a complaint by giving to the Board written notice that:
- 21.1.1 states the Member or Officer is starting a procedure for resolving a dispute in accordance with this Rule 21;
 - 21.1.2 sets out the allegation to which the dispute relates and whom the allegation is against; and

- 21.1.3 sets out any other information reasonably required by the Society.
- 21.2 The Society may make a complaint involving an allegation against a Member or an Officer by giving the Member or Officer a Notice in writing that:
 - 21.2.1 states that the Society is starting a procedure for resolving a Dispute in accordance with this Rule 21; and
 - 21.2.2 sets out the allegation to which the dispute relates.
 - 21.2.3 The information given under Rule 21.1.3 and 21.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
 - 21.2.4 A complaint may be made in any other reasonable manner permitted by this Constitution.

Costs of Complaint

- 21.3 Without limiting Rule 21.1, a complainant must meet their own costs of making a complaint.

Person Who Makes Complaint Has Right to be Heard

- 21.4 A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 21.5 If the Society makes a complaint:
 - 21.5.1 the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - 21.5.2 an Officer may exercise that right on behalf of the Society.
- 21.6 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:
 - 21.6.1 they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 21.6.2 an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 21.6.3 an oral hearing (if any) is held before the decision maker; and
 - 21.6.4 the Member's, Officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

Person Who is Subject of Complaint Has Right to be Heard

- 21.7 This Rule applies if a complaint involves an allegation that a Member, an Officer or the Society (the Respondent):
 - 21.7.1 has engaged in misconduct;
 - 21.7.2 has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - 21.7.3 has damaged the rights or interests of a Member or the rights or interests of Members generally.

- 21.8 The Respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 21.9 If the Respondent is the Society, an Officer may exercise the right on behalf of the Society.
- 21.10 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:
- 21.10.1 the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;
- 21.10.2 the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- 21.10.3 an oral hearing is held if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- 21.10.4 an oral hearing (if any) is held before the decision-maker; and
- 21.10.5 the Respondent's written statement or submissions (if any) are considered by the decision-maker.

Investigating and Determining Dispute

- 21.11 The Society must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this Constitution, ensure that the complaint is investigated and determined.

21.12 Disputes must be dealt with under this Constitution in a fair, efficient, and effective manner.

Board May Decide Not to Proceed Further with Complaint

21.12 Despite Rule 21.5, the Society may decide not to proceed further with a complaint if:

21.12.1 the complaint is trivial;

21.12.2 the complaint does not appear to disclose or involve any allegation of the following kind:

- that a Member or an Officer has engaged in material misconduct;
- that a Member or an Officer, or the Society has materially breached, or is likely to materially breach, a duty under this Constitution or the Act; or
- that a Member's rights or interests or Members' rights or interests generally have been materially damaged.

21.12.3 the complaint appears to be without foundation or there is no apparent evidence to support it;

21.12.4 the person who made the complaint has an insignificant interest in the matter;

21.12.5 the conduct, incident, event or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or

21.12.6 there has been an undue delay in making the complaint.

Board May Refer Complaint

21.13 Despite Rule 21.5 the Society may refer a complaint to:

- 21.13.1 a complaints subcommittee or an external person to investigate and report; or
- 21.13.2 a complaints subcommittee, arbitral tribunal or an external person to investigate and make a decision.
- 21.14 The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision-makers

- 21.15 The Board or any such complaints subcommittee or person considering and determining a complaint in accordance with this Constitution is referred to in this Constitution as the "decision-maker". A person may not act as the decision-maker in relation to a complaint if two (2) or more Board Members or any complaints subcommittee member consider that there are reasonable grounds to believe that the person may not be:
- 21.15.1 impartial; or
- 21.15.2 able to consider the matter without a pre-determined view.

Resolving Disputes

- 21.16 The decision-maker may:
- 21.16.1 order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint; and
- 21.16.2 make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply), including upholding a complaint; and
- reprimanding or admonishing the Member; and/or
 - suspending the Member from Membership for a specified period; or
 - terminating the Member's Membership.

22. Notice of Meetings and Other Notices

- 22.1 **Notice Periods:** Notice of all meetings shall be given specifying the date, time and place of meetings and the nature of the business to be dealt with. The following periods of notice shall apply:
- General Meetings of the Society: 30 days;
- Board meetings: 7 days;
- Association general meetings: 21 days; and
- Association Committee meetings: 7 days.
- 22.2 Notice of any meeting of an Association shall be given either by sending it to a Member's last known postal address or by electronic means. Notice of any General Meeting of the Society shall be sent to all Members.

- 22.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.
- 22.4 Any notice to be given to the Society, the Board or the chair of the Board may be delivered personally to the registered office of the Society or by posting it by registered letter addressed care of the registered office of the Society.
- 22.5 At General Meetings of the Society and general meetings of Associations no business except routine business shall be dealt with unless such business shall have been specified in the notice of meeting or it is so agreed by not less than three-fourths of those present and entitled to vote. The matters listed in Rules 11.4 and 19.2 shall be deemed to be routine business within the meaning of this Rule.

23. Procedure at Meetings and Voting

23.1 Quorum

- 23.1.1 The following numbers shall constitute a quorum at all meetings:

General Meetings of the Society convened by the Board: 20 Members;

Special General Meetings convened by petition under Rule 11.8: 100 Members;

Board: 5 Members;

Board Appointments Committee: 4 Members;

Member Council: 5 Members including the chair of the Member Council, or in the chair's absence, another Member Council member appointed by the chair;

Association annual and general meetings: 5 Members; and

For all other Board and Association Committee meetings and all committees and sub-committees of the Board, a simple majority of the members of such committee or sub-committee.

- 23.2 If within half an hour from the time appointed for any general or committee meeting a quorum is not present the meeting, if convened upon a requisition, shall be dissolved but in any other case shall stand adjourned to the same day in the next week at the same time and place. If within half an hour from the time so appointed for such adjourned meeting a quorum is not present any five (5) Members entitled to vote who are present in person shall be a quorum and may transact the business for which the meeting was called. If five (5) Members are not present the meeting shall be dissolved.
- 23.3 **Voting:** Voting at all meetings shall be by show of hands except for the election of an Association chair and in the case of expulsion of a Member when the voting shall be by ballot. In other cases, voting shall be by ballot if demanded by four (4) Members present and entitled to vote.
- 23.4 A fifty-one percent (51%) majority of those voting and present is required to make a decision unless otherwise specified in this Constitution.
- 23.5 The chair of the Board, or in the absence of the chair of the Board a member of the Board appointed by the meeting shall preside at all General Meetings and shall have a deliberative, and in case of an equality of votes, a casting vote also. The chair of the Board may with the consent of the meeting invite any member of the Board to chair all or part of any general, or Board meeting.

- 23.6 Where a ballot is held at any meeting the results shall be declared by the presiding member at the meeting, including the number of votes cast for and against any resolution. In the case of an election the total number of votes cast, and the number of votes cast for each candidate shall be advised to the meeting.
- 23.7 At General Meetings and general meetings of Associations the following persons if present shall be entitled to vote:
- 23.7.1 Life Members and IHC Distinguished Service Award Recipients;
- 23.7.2 Members of the Society who have been Members for not less than three (3) months preceding the meeting; and
- 23.7.3 In the case of Association general meetings Members may not exercise a vote in more than one Association.
- 23.8 A Member whose subscription is in arrears pursuant to Rule 6.8 shall not be entitled to vote at any General Meeting of the Society or to nominate or second the nomination of any Member for election as chair or committee member of an Association.
- 23.9 A Member shall not be entitled to:
- 23.9.1 Speak or vote at a General Meeting of the Society or a general meeting of an Association;
- 23.9.2 Participate in a referendum under Rule 11.9;
- 23.9.3 Nominate or second the nomination of any Member for election as chair or member of any Association committee; or
- 23.9.4 Sign a petition under Rule 11.8;
- Until three (3) months after the acceptance of such member as a Member of the Society.
- 23.10 Any members of the Board, an Association Committee or any other committee of the Board, having any interest in any contract or arrangement proposed to be entered into shall declare that interest and shall not vote on any resolution to implement the contract or arrangement and shall, unless the meeting otherwise resolves, not remain present during discussion on the proposal.
- 23.11 The Board, or any committee, may resolve to go into committee to consider such matters as are within its jurisdiction. Any absent member of the Board, committee, or sub-committee shall be entitled on request to receive a report from the chair of such meeting of any matters discussed in committee and the decisions taken.
- 23.12 Anything that may be done by the Board by resolution passed at a meeting may be done by Memorandum without a meeting or any previous notice being required signed by at least three-fourths of the members of the Board. A copy of the Memorandum including the signatures shall within seven (7) days after any resolution is passed by Memorandum in accordance with this Rule be sent to every person eligible to vote by whom the Memorandum has not been signed.
- 23.13 No Member, Association or Association chair shall act in relation to the affairs of the Society except as authorised by the Board.

23.14 Board, Member Council, Board Appointments Committee and Association Committee meetings may take place:

23.14.1 In person; or

23.14.2 By telephone conference, video conference or similar telecommunications or internet-based device provided that:

23.14.2.1 each of the members taking part in such a meeting must be able to hear each of the other members taking part throughout the meeting;

23.14.2.2 at the commencement of the meeting each member must acknowledge their presence for the purpose of a meeting to the other members taking part; and

23.14.2.3 a member may not leave the meeting by disconnecting unless they have previously obtained the consent of the meeting and a member shall be conclusively presumed to have been present and to have formed part of the quorum at all times at such meeting unless they have previously obtained the consent of the meeting to leave the meeting. Neither the meeting nor any business conducted at the meeting shall be invalidated if a member does leave a meeting conducted in this manner without the consent of the meeting.

24. Patrons

24.1 At the Annual General Meeting a patron may be elected for the ensuing year who need not be a Member of the Society and shall not be a Member of the Board.

24.2 At any Association annual general meeting an Association Patron may be appointed for the ensuing year who need not be a Member of the Society.

25. Common Seal

25.1 The Society shall adopt a common seal which shall be in the custody of the Board or such person as the Board shall appoint. The Seal shall not be affixed to any documents except in pursuance of the authority of the Board or a General Meeting of the Society and shall be affixed in the presence of two (2) members of the Board or one (1) member of the Board and one (1) other person appointed by the Board for the purpose.

26. Alterations to Constitution

26.1 No new Constitution shall be made nor shall any Rule be altered or rescinded except at an Annual or Special General Meeting of the Society, and by resolutions passed by a majority of not less than three-fourths of the Members present and entitled to vote, or by the Board on authority delegated by a resolution of the Society at such Annual or Special General Meeting passed by the same majority.

26.2 Notice of any proposed alteration, addition or rescission of any Rule shall be given only by the Board or by a remit pursuant to Rule 11.5 and shall be forwarded in writing to Members not less than thirty (30) days before the date of the General Meeting of the Society at which the proposed alteration, addition or rescission is to be moved.

- 26.3 No alteration, addition or rescission of any Rule shall detract from the charitable nature of the objects of the Society or permit funds to be expended otherwise than in pursuance of those objects.

27. Winding Up

- 27.1 The majority of not less than three-fourths of the Members present and entitled to vote at a Special General Meeting of the Society may resolve that the Society be wound up, liquidated or removed from the Register of Incorporated Societies as from the date to be named in the resolution, and may also by such resolution direct the method of disposing of the assets and property of the Society after it is wound up.
- 27.2 Upon the resolution being confirmed by the same majority at a subsequent General Meeting called for the purpose and held not earlier than thirty (30) days after the date on which the first resolution was passed, the Society shall be dissolved. A notice of the resolution and its confirmation shall be sent to the Registrar of Incorporated Societies.
- 27.3 The property of the Society shall upon being wound up be transferred to such charitable institutions or societies within New Zealand having objects similar to those of the Society as the meeting about winding up shall determine or in default as may be determined by the High Court of New Zealand on the application of the Society.
- 27.4 A majority of the Members present at an Association Committee meeting may resolve to recommend to the Board that the Association be wound up. If the Board shall adopt the recommendation, the Association shall be deemed to be wound up.
- 27.5 Upon being wound up the assets of the Association located solely within the area of the Association shall whenever practicable be utilised for the charitable purposes of the Society within the Association area, and no distribution shall be made to any Member.

