



PARENT AND FAMILY RESOURCE CENTRE

CONSTITUTION

2008

RULES OF PARENT AND FAMILY RESOURCE CENTRE

INCORPORATED

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1 Constitution

1.1 The Society was incorporated at Auckland, on the 27th March 1991.

1.2 These rules were adopted by way of amendment on the _____ day of 2007.

2 Name

2.1 The name of the Society is **Parent and Family Resource Centre Incorporated** No. 515340 (“the Society”)

3. Objectives

3.1 The objectives of the Society are those charitable objects and purposes which are recognized by the Courts of New Zealand as being charitable, including to:

- (a) To create change within our Society so that disabled people and their families can live the lives they want.
- (b) Provide leadership to ensure the voices of families and whanau of disabled people are heard locally, nationally and internationally.
- (c) Maintain a high public profile to enhance the role of families and whanau in the disability sector;
- (d) Provide a strong voice for concerns of parents and families;
- (e) Be a key source of information and advice that is relevant and current using a variety of media for parents, families and whanau of disabled people;
- (f) Support families and whanau in ways that respect, promote and safeguard their disabled dependants;
- (g) Develop and maintain alliances with community groups, disability organizations, government agencies, and service providers and support families to work effectively with these organizations;
- (h) Give support and promote self determination of disabled people and their families;
- (i) Do anything incidental to the attainment of any of the above objectives;

Recognize and honor the principles of the Treaty of Waitangi, to acknowledge and respect the cultural backgrounds of individuals and to recognize and promote the New Zealand Disability Strategy, all to be limited to within New Zealand.

4 Powers

4.1 In addition to its statutory powers, the Society;

- (a) May use of its funds to pay the costs and expenses of furthering or carrying out its objectives and for that purpose may employ such people as may seem expedient
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objectives as may seem expedient.
- (c) May invest in any investment in which a trustee might invest, and
- (d) Shall have power to borrow or raise money by bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice was given by circulation to all Members or by notification in the public notices column of a local daily newspaper.

4.2 Notwithstanding any other provision, the Society shall not expend any money:

- (a) Other than to further purposes recognized by law, nor
- (b) For the sole personal or individual benefit of any Member.

4.3 Any transactions between the Society and any Member, officer or member of the Board, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions shall be limited to;

- (a) A fair and reasonable reward for services performed,
- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

5 Membership

5.1 The classes of membership and the method by which members are admitted to different classes of membership is as follows:

- (a) **Individual Member**
An Individual Member is an individual admitted to membership under Rule 6.0 and who has not ceased to be a member under any other Rule.
- (b) **Corporate Member**
A Corporate Member is an incorporated or unincorporated body admitted to membership under Rule 6.0 and which has not ceased to be a member under any other Rule.

- 5.2 Every Individual Member and Corporate Member shall advise the Chairman of any change of address.
- 5.3 The Chairman shall keep a membership register of Individual and Corporate members recording their names and addresses and the dates each member became a member.
- 5.4 All members (and Board members) shall promote the interests and the objectives of the Society and shall do nothing to bring the Society into disrepute.

6 **Application of Members**

- 6.1 Applicants for membership as Individual Members or Corporate Members shall complete any application form provided by the Board and supply such information as may be required by the Board.
- 6.2 Membership applications shall be considered by the Board who may interview an applicant Individual Member or Corporate Member.
- 6.3 The Board shall have discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision.

7 **Cessation of Membership**

- 7.1 Any member may resign by written notice to the Chairman, and each such resignation shall take effect from the end of the Society's then current financial year and shall cease to hold himself or herself out as a member of the Society, and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals)
- 7.2 The Board may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if that member ceases to be qualified to be a member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- 7.3 Any complaint about any member, whether from another member or any other person, shall be lodged in writing with the Chairman, and the procedures set out below shall be observed:
- (a) The Board shall have the following discretions:
- (i) If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Board may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:
- Effectively disposes of complaint, the Board may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submission, or

- Does not effectively dispose of the complaint, the Board may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraph (b)(iv) to (viii) of this Rule.
- (ii) The Board may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential.
 - (iii) The Board may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Board, it becomes apparent to the Board that it is not appropriate further to investigate or consider the complaint.
 - (iv) If the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Board from professional advisers, the Board may at any time:
 - Decline further to investigate or consider the complaint, or
 - Require the complainant to deposit with the Society such sum as the Board thinks fit to reimburse the Society wholly or partly for the costs of making the enquiries or considering the complaint and/or the Society's professional adviser's fees before further investigating or considering the complaint.
- b) The following procedures shall be observed when a complaint is investigated and considered:
- (i) The member shall be given a copy of the complaint,
 - (ii) The member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the Board or any special committee established by it for the purpose of hearing and deciding upon the complaint,
 - (iii) Further enquiries may be made by or on behalf of the Board or any such special committee, and the results of those enquiries shall be made known to the complainant and the member,
 - (iv) The Board or any such special committee shall allow the complainant and the member the opportunity to be heard by the Board or any such special committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint)
 - (v) The Board or any such special committee may:
 - Dismiss the complaint, or
 - Uphold the complaint and do one or more of the following:

- Reprimand or admonish the member,
 - Suspend the member from membership for a specified period,
 - Alter the membership classification of the member,
 - Impose a fine on the member, or
 - Expel the member.
- (vi) The Board or any such special Committee shall respect the confidentiality of the proceedings, and
- (vii) The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing, and may at the discretion of the Board or any such special committee be conveyed to members.
- (c) The decisions of the Board or any special committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the member complained against, and shall not be subject to any review or challenge.

7.4 A member whose membership is terminated under these Rules shall cease to hold himself or herself out as a member of the Society, and shall return to the Society all material produced by the Society (including any Membership certificate, handbooks and manuals).

8 Re-admission of former members

8.1 Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Board.

8.2 However, if a former member's membership was terminated under either of Rules 7.2 or 7.3 the applicant shall not be re-admitted by the Board without the prior approval of a General Meeting.

9 Election of Board

9.1 The following Board shall be elected annually:

- (a) Patrons (optional), and
- (b) A Chairman, Vice-Chairman, Finance Committee and four (4) other Board members, who shall be the Society's Board.

9.2 The Chairman (and, in the absence of the Chairman, the Vice-Chairman) shall, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Society.

9.3 The election of the Board shall be conducted as follows:

- (a) Written nominations for nominees under Rule 9.1, accompanied by the written consent of each nominee, shall be received by the Chairman not less than fourteen (14) clear days before the date of the Annual General Meeting.
- (b) Not less than seven clear days before the date of the Annual General Meeting the Chairman shall post to all Members a voting paper listing all nominees and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Chairman by or on behalf of each nominee in support of the nomination.
- (c) If there are insufficient valid nominations received under sub Rule (a) above, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- (d) Votes shall be cast in such manner, as the chairman of the Annual General Meeting shall determine.
- (e) The Chairman and some other Member (who is not a nominee) designated by the chairman of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of nay voting papers.
- (f) In the event of any vote being tied the tie shall be resolved by the Chairman.
- (g) At all times the Board shall have at least four parents of children with a disability.

9.4 The Chairman, Vice-Chairman and Finance Committee shall be appointed by the Board from among the elected Board members.

9.5 If a vacancy in the position of Chairman, Vice-Chairman, Finance Committee or other Board member occurs between Annual General Meetings that vacancy shall be filled by the Board by way of co-opting a member.

9.6 Any member of the Board may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two thirds majority of those present and voting.

10 Management by the Board

10.1 From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by the Board, which shall be accountable to the Members for the implementation of the policies of the Society as approved by any General Meeting.

10.2 Subject to these Rules and the resolution of any General Meeting, the Board may exercise all the Society's powers, other than those required by statute or by these Rules to be exercised by the Society in General Meeting.

10.3 The Board shall meet at least quarterly at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where as convened by the Chairman or Vice-Chairman.

10.4 All Board meetings shall be chaired by the Chairman or in the Chairman's absence by the Vice-Chairman, or in the absence of both of them by some other Board member elected

for the purpose by the meeting, and any such chairman shall have a deliberative and casting vote.

- 10.5** The Board may co-opt any person to the Board for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 10.6** The quorum for Board meetings is a least four (4)
- 10.7** Only Board members elected under Rule 9.1 or appointed under Rule 9.5 who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 10.8** The Board may appoint subcommittees consisting of such persons (whether or not members of the society) and for such purposes as it thinks fit. Unless otherwise resolved by the Board:
- (a) The quorum of every subcommittee is half the members of the subcommittee,
 - (b) No subcommittee shall have power to co-opt additional members,
 - (c) No subcommittee may commit the Society to any financial expenditure without express authority, and
 - (d) No subcommittee may delegate any of its powers.
- 10.9** The Board and any subcommittee may act by resolution approved by not less than two thirds of the members of the Board or subcommittee in the course of a telephone conference call or through a written ballot conducted by mail, facsimile or email.
- 10.10** The Board from time to time may make amend regulations and policies for the conduct and control of Society activities, but no such regulations and policies shall be inconsistent with these Rules. These Rules, and such regulations and policies shall be available at all reasonable times for inspection by members, and copies shall be provided (at cost) to any Member on request.
- 10.11** The Chairman (and in the absence of the Chairman the Vice-Chairman) shall, in addition to all other duties described in these rules, generally supervise and direct the affairs and business of the Society.
- 10.12** Other than as prescribed by statute or these Rules, the Board may regulate its proceedings as it thinks fit.
- 10.13** Members of the Board and of subcommittees shall be entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them on behalf of the Society as approved by resolution of the Board.
- 10.14** Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Board on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.

- 10.15** Each shall within three (3) days of submitting a resignation or ceasing to hold office deliver to that Board member's successor all books, papers and other property of the Society possessed by such former Board member.
- 10.16** The Board may employ any person or company to administer or manage the affairs of the Society.
- 10.17** Indemnity for Board:
- (a) No member of the Board shall be liable for the acts or defaults of any other Board member or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.
 - (b) The Board members shall be indemnified by the society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their willful default.

11 Chairman

- 11.1** The Chairman shall record the minutes of all General meetings and Board meetings, and all such minutes when confirmed by the next such meeting and signed by the chairman of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.
- 11.2** The Chairman shall hold the Society's records, documents, and books
- 11.3** The Chairman shall deal with and answer correspondence and perform such other duties as directed by the Board.

12 Registered Office

- 12.1** The Registered Office of the Society shall be at such place as the Board from time to time determines.

13 Finance

- 13.1** The Finance Committee shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Board meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.
- 13.2** The Board shall maintain bank accounts in the name of the Society, and all cheques and withdrawal forms shall be signed by 2 members of the Board.
- 13.3** All money received on account of the Society shall be banked within seven days of being received.
- 13.4** All accounts paid or for payment shall be submitted to the Board for approval of payment.
- 13.5** The Society's financial year shall commence on 1 July of each year and end on 30th June in the following year.

13.6 The Annual General Meeting each year may appoint an auditor (who is a member of the New Zealand Institute of Chartered Accountants and not a member of the Society) to audit the annual accounts of the Society and provide a certificate of correctness of the same, and if any such auditor is unable to act the Board shall appoint a replacement auditor.

14 Execution of Documents

14.1 Documents shall be executed for the Society pursuant to a resolution of the Board:

- (a) By signing by the Chairman or Vice-Chairman and countersigned by some other member of the Board,

15 General Meeting

15.1 The Annual General Meeting shall be held no later than August in each year at a time and place fixed by the Board.

15.2 Special General Meetings may be called by the Board or by written requisition to the Chairman signed by not less than a quarter of the financial Individual or Corporate Members.

15.3 At least twenty one (21) days before any General Meeting the Chairman shall post to all Individual or Corporate Members written notice of the business to be conducted at the General Meeting, a list of and information about nominees, and notice of any motions and the Board's recommendations in respect thereof). The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.

15.4 General meetings may be attended by all members of whatever class of membership, but only financial Individual or Corporate Members are entitled to vote and each shall have one vote.

15.5 A financial Individual or Corporate Member shall be entitled to vote by written proxy in favour of another financial Member present at the meeting, but no other proxy voting shall be permitted.

15.6 The quorum for General Meetings is four (4)

15.7 All General Meetings shall be chaired by the Chairman or in the Chairman's absence by the Vice-Chairman or in the absence of both of them by some other Board member elected for the purpose by the Meeting, and any such chairman shall have a deliberative and casting vote.

15.8 (a) Votes shall be exercised as follows:

- (i) At General Meetings voting shall be by voices, by show of hands or, on demand of the chairman or of any financial Member present, by secret ballot, and on any secret ballot each financial Member shall be entitled to one vote.
- (ii) Unless otherwise required by the rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.

- (iii) To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules) the meeting may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (e) of this Rule.
- (iv) To determine any issue (including any amendment to these Rules) the Board may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (e) of this Rule.
- (v) In respect of postal ballots held under the Rule:
 - Only financial Members may vote in any postal ballot,
 - The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the Chairman, but the closing date shall be no earlier than a fortnight after the date ballot papers are sent out to financial members (excluding the date of posting),
 - In respect of any motion to amend these Rules by postal ballot, the motion shall be accompanied by reasons and recommendations from the Board and such motion must be passed by a two-thirds majority of those voting,
 - Voting in a postal ballot may be by ballots returned to the Chairman by mail, delivery, facsimile or email,
 - The Chairman shall declare the result of the postal ballot, and
 - The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.
- (b) A resolution passed by the required majority at any General Meeting or by postal ballot binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

15.9 The business of the Annual General Meeting shall be:

- (a) Minutes of the previous General Meeting(s),
- (b) Annual Report of the Board,
- (c) Statement of Accounts,
- (d) Election of any Patron(s) and the Board,
- (e) Motions of which notice has been given,
- (f) Approval of a budget for the next financial year, and
- (g) General business.

15.10 Any member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the Chairman not less than thirty (30)

clear days before the date of the meeting. The Board may consider all such notices of motion and provide recommendations to members in respect thereof.

16 Alteration of Rules

16.1 These rules may be amended or replaced by resolution of any General Meeting passed by a two thirds majority of those Members present and voting, provided that no amendment may be made which would alter:

- (a) The exclusively charitable nature or tax-exempt status of the Society,
- (b) The rules precluding Members from obtaining any personal benefit from their membership, or
- (c) The rules as to winding up.

16.2 Any proposed motion to amend or replace these Rules shall be signed by at least three (3) Members and given in writing to the Chairman at least fourteen (14) clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

16.3 At least seven (7) clear days before the General Meeting at which any such proposal is to be considered, the Chairman shall post written notice to all Individual Members and Corporate Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Board in respect thereof.

17 Winding up

17.1 The Society may be wound up under the provisions of Section 24 of the Incorporated Societies Act 1908.

17.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be vested in such other charitable organization having objectives similar to those of the Society, as the members shall in general meeting resolve.