



# PARENTS OF VISION IMPAIRED (NZ) INCORPORATED



## CONSTITUTION and RULES Updated Version October 2012

### 1 The Society

- 1.1 The name of the Society shall be Parents of Vision Impaired (NZ) Incorporated.
- 1.2 In these rules the Society shall be referred to as PVI.

### 2 Registered Office

- 2.1 The Registered Office of Parents of Vision Impaired is \*15 Liverpool Street, Hamilton or as determined by the Board of PVI.
- 2.2 The Postal Address is Parents of Vision Impaired, \*P O Box 366, Hamilton or as determined by the Board of PVI.

### 3 Logo

- 3.1 PVI will adapt the Logo of the Blind Union as its Logo. The Annual General Meeting may adopt another Logo to be used by the Society subject to Intellectual Property and or Copyright approval.

### 4 Purposes of PVI

- 4.1 To empower parents and whanau to support their blind, deafblind and vision impaired children.
- 4.2 To improve the health, welfare, education and social opportunities of vision impaired children.
- 4.3 To benefit the children and whanau of vision impaired children within New Zealand.
- 4.4 To promote, develop and maintain a nationwide support network.
- 4.5 To promote and provide ongoing communication for parents and parent support groups of vision impaired children.
- 4.6 To foster communication and co-ordination of services between PVI, agencies and other community groups.
- 4.7 To be proactive in all areas and concerns related to vision impaired children and their whanau/family.
- 4.8 The Purpose of PVI is to be beneficial to the Community.

### 5 Powers

- 5.1 PVI may exercise all the rights, powers and privileges of a natural person PROVIDED THAT:-
  - They are exercised in good faith.
  - They are exercised to attain the purpose of PVI within the provisions of this Constitution and any relevant legislation.
  - Any power to purchase land and buildings, erect buildings or borrow money (with or without security) may only be exercised by resolution of the members at an Annual General Meeting or Special General Meeting.

## **6 Membership of PVI**

- \* 6.0 A PVI may choose to appoint a Patron. Nominations for the position must have a signed acceptance by the nominee and be proposed and seconded and be in the hands of the Board to enable the membership to be advised 3 months prior to the AGM.
  - B The passing of the resolution to appoint a Patron will require three quarters of those eligible to vote at the AGM.
- \*6.1 Members will be a parent/care giver of a child who has a vision impairment which entitles them to:-
  - A Enrol with the Royal New Zealand Foundation of the Blind.
  - B Enrol with a Visual or Sensory Resource Centre of the Blind and Low Vision Education Network of New Zealand.
  - C Or as determined by the PVI Board
- 6.2 Parents may apply to become a member of PVI by filling in the registration form and sending it to the PVI Board.
- 6.3 Any member may resign their membership in writing or verbally to the PVI Board.
- 6.4 Subscriptions if any will be determined at the Annual General Meeting.
- \* 6.5 The Award of "Life membership" maybe recommended by the Board and voted on at the AGM.

## **7 Termination of Membership**

- 7.1 The PVI Board at its discretion may recommend to a Special General Meeting that a member's membership be terminated if the member's actions are considered to be inconsistent with the purpose of the organisation and this Constitution. The member has the right to be heard or make submissions at the Special General Meeting before a decision is made by the membership at the Special General Meeting to terminate membership.

## **8 Annual General and Special General Meetings**

- \* 8.1 The date, time and place of the Annual General Meeting or a Special General Meeting shall be notified to all members at their last known \*address at least thirty (30) days prior to the Meeting.
- 8.2 Each Annual General Meeting shall be held not later than fifteen (15) months after the previous Annual General Meeting.
- 8.3 At the Annual General Meeting a Board shall be elected.
- 8.4 The quorum for an Annual or Special General Meeting shall be four percent (4%) of the members eligible to vote.
- 8.5 Each voting member shall have one vote, and resolutions will be decided by a simple majority vote.
- 8.6 Proxy votes will be accepted from members eligible to vote at an AGM or Special General Meeting.
- 8.7 The nomination of a PVI Board Representative at the AGM must be proposed and seconded. The person nominated must indicate they accept the nomination to be elected.
- 8.8 All PVI Board Representatives elected at the AGM should be present at the AGM or the Board must have received written consent accepting their nomination.
- 8.9 Proxy votes will be current to the date of the meeting being held and be signed by the member voting by proxy and the member presenting the proxy vote.
- 8.10 The proxy vote must be handed to Secretary not less than two hours prior to the commencement time of the Meeting.

\* New Sub-clause 6.0 A & B added 27.10.2012

\* Sub-clause 6.1 changed by adding "Royal" 27.10.2012

\* New Sub-clause 6.5 added 27.10.2012

\* Sub-clause 8.1 changed by deleting "postal" 27.10.2012

8.11 The secretary shall check the date and verify that the member voting by proxy is eligible to vote.

8.12 No person shall hold proxy votes totalling more than 5% of the membership.

8.13 In the event of a tied vote for appointment of a Board member the vote shall be recast until a majority vote is reached.

## **9 The Board of Governance of PVI**

9.1 The Governance of PVI will be conducted by the Board of PVI.

9.2 The Board shall comprise of the following Members:

9.3 Regional Representatives:-

- 2 Representatives from the Upper North Island Region
- 1 Representative from the Central North Island Region
- 1 Representative from Lower North Island Region
- 1 Representative from the Upper South Island Region
- 1 Representative from the Lower South Island Region

The regional boundaries are as shown on a map in "Schedule A"

9.4 2 Tangata Whenua of Maori descent will be elected by members at the PVI AGM and may be elected from any region.

\*

9.5 1 representative "Anywhere in New Zealand" will be elected by members at the PVI AGM and this representative may be elected from any region.

\* 9.6 In respect of the Board members referred to in clauses (9.4) and (9.5), all members may vote for them.

9.7 Regional Board representatives may only represent the region they reside in. Only members living in that same region may vote for that Regional Board representative.

9.8 Should no Tangata Whenua descendant be elected at the AGM the Board are to use their best endeavours to \*appoint Tangata Whenua representative to fill any vacant positions.

## **10 Term of Office and Re-election**

\* 10.1 The term of Office for all representatives shall be 2 years with the right to be re-elected.

## **11 Board Members**

11.1 The Board shall appoint the Executive positions:-

- A Chairperson
- A Vice Chairperson
- A Secretary - The role of the secretary maybe fulfilled by a staff member of PVI.
- A Treasurer
- A Board Member may hold more than one of the above positions.

## **12 Co-opted members of the Board**

12.1 The Board may co-opt onto the Board any person that the Board considers would be of assistance in carrying out the purposes of PVI.

12.2 Co-opted members will not have voting rights.

12.3 Co-opted members will not hold executive positions on the Board.

\* Sub-clause 9.5 and 9.9 deleted and remaining sub-clauses renumbered – 27.10.12.

\* Sub-clause 9.6 Changed Sub-clause numbering as a result of the deletion of original 9.6 clause – 27.10.12

\* Sub-clause 9.8 "co-opt changed to "appoint" – 27.10.12

\* Clause 10.1 amended – 27.10.12.

### **13 Cessation of Board membership**

13.1 Persons cease to be Board Members when:-

- They resign giving written notice to the Board.
- Their term expires.
- A Board Member absents themselves from two (2) consecutive Board meetings without leave from the Board.
- A Board Member acts against the Purposes of PVI.

13.2 If a person ceases to be a Board Member, that member has one month to return to PVI all PVI documents and property.

### **14 Board Member position becomes vacant**

14.1 In the event of a Board position becoming vacant between AGMs, then the vacancy maybe filled by one of the following methods, at the discretion of the Board: -

- The calling of a Special General Meeting to fill the vacancy. In which case the process of nominating and voting Board members at an AGM shall be followed, or
- By appointment by the Board until the next AGM. Should this apply then the Board is encouraged to take notice of who was runner up in the most recent AGM vote of this position.

### **15 Board Meetings**

\* 15.1 The Board shall meet a minimum of 3 times annually.

\* 15.2 The quorum for the Board shall be a majority of the filled voting positions.

15.3 All Board Members except co-opted members shall have one vote.

15.4 Resolutions will be decided by a simple majority vote.

15.5 The Secretary shall keep minutes of all Board meetings.

15.6 The Board shall produce a financial statement of accounts which shall be presented and approved at each Board meeting.

15.7 Board members may have informal discussion outside of Board Meetings and decide a matter by all signing a resolution.

### **16 Eligibility to be elected to the Board of PVI**

16.1 National PVI Board representatives will be a parent/caregiver of a child who has a vision impairment which entitles them to:-

- Enrol with the Royal New Zealand Foundation of the Blind.
- Enrol with a Visual or Sensory Resource Centre of the Blind and Low Vision Education Network of New Zealand.
- Or as determined by the PVI Board.

16.2 PVI is registered with the Charities Commission. This means prospective Board Candidates have to adhere to the criteria as determined by the Charities Commission under Section 16 of the Charities Act 2005 and any amendments thereto.

### **17 Role of the Board**

17.1 The role of the Board is to:-

- Promote the Purposes of PVI in all their decision making.
- Oversee the purposes of PVI.
- Oversee the financial management of PVI.
- Understand, manage and oversee the Constitution of PVI.
- Ensure that the Constitution is implemented and followed.

## **18 Financial Authority**

18.1 The authority to operate bank accounts will be determined by policy of the PVI Board.

## **19 Changes to the Constitution:**

- 19.1 No part of this Constitution shall be altered or repealed nor shall any new clause be added without the consent of three quarters of the members present inclusive of proxy votes at any Annual General Meeting or a Special Meeting called for such purpose.
- 19.2 At least three months prior written notice of such alterations, repeal or additions shall have been sent to each member by the Secretary in writing at their last known postal address.
- 19.3 No rule shall be valid until accepted by the Registrar of Incorporated Societies.
- 19.4 No changes shall be valid or effective if they affect or detract from the charitable purposes of PVI or are to benefit any person outside of New Zealand.

## **20 Limitation of Operation and Pecuniary Profit/Conflict of Interest**

- 20.1 The purpose of PVI is always limited to empowering and supporting parents/caregivers living in New Zealand and being charitable within the law of New Zealand.
- 20.2 No member or person associated with a member of the organisation shall derive an income, benefit or advantage from the organisation where they can materially influence the payment of income, benefit or advantage.

## **21 Common Seal and Contractual Authority**

- 21.1 The PVI Board shall provide for safe custody of the Common Seal. If any document is required to be executed under deed, the Common Seal shall be affixed by resolution of the PVI Board and signed by two PVI Board members.
- 21.2 Any other documents not required to be executed under deed, can be signed by authority of the PVI Board that is by way of resolution or according to any Board policy.

## **22 Dissolution:**

- 22.1 PVI may be dissolved by the passing of a resolution to that effect by three quarters of members present and eligible to vote at a Special Meeting called for that purpose. At least sixty days prior written notice of that meeting shall be given to all members by the Secretary.
- 22.2 One further meeting shall be called within fourteen days of the Special Meeting to confirm the decision and the disposal of assets.
- 22.3 If PVI is dissolved:-
- PVI`s debts, costs and liabilities shall be paid;
  - Surplus money and other assets of PVI may be disposed of by resolution; or
  - According to the provisions in the Incorporated Societies Act 1908; but
  - No distribution may be made to any member.
  - The surplus money and other assets shall be distributed to an organisation or organisations in New Zealand that share the same or similar charitable purposes as PVI.

(Signed:)

Kevin Beaver Chair  
Dionne Gilligan  
Adrian Secker  
Pat Fox  
Riripeti Paine  
Donald Fairgray Treasurer  
Louise Halbert Vice Chair

18<sup>th</sup> October 2008

**Schedule A: North Island showing Geographical Boundaries for the Election of PVI Board members.**

**Upper North Island :** - Cape Reinga to Bombay Hills (South of Auckland)

**Central North Island:** - South of Bombay Hills to an imaginary line from Patea to just north of Waiouru to just north of Napier.

**Lower North Island:** - South of imaginary line from Patea to Waiouru to Napier to the bottom of the North Island.

Three Kings Islands



## Schedule A cont: South Island showing Geographical Boundaries for the Election of PVI Board Members

**Upper South Island:** - An imaginary line from Ross to the Ashburton River Mouth

**Lower South Island:** - South of imaginary line from Ross to the Ashburton River Mouth  
To the bottom of the South Island inclusive of Stewart and Chatham Islands.

