



PVINZ

# PARENTS OF VISION IMPAIRED (NZ) INCORPORATED

## CONSTITUTION and RULES



PVINZ

### NOTES 12<sup>th</sup> Sept 2022

(a) 1<sup>st</sup> Draft of an update of the MS Word Version of the PVI Constitution dated 18<sup>th</sup> October 2020 to comply with the 2022 Inc Soc Act. The names and signatures of signatories and Schedule A are not included

(b) The red print changes are those prescribed by the 2022 Act

#### 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.
- 1.3. In these rules the committee of the Society is referred to as the Board

#### 2. Registered Office

- 2.1. The Registered Office of PVI 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 design and utilise their own Logo. Changes to the logo will be approved at Board level for use by PVI subject to Intellectual Property and 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. 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:
  - 5.1.1. They are exercised in good faith.
  - 5.1.2. They are exercised to attain the purpose of PVI within the provisions of this Constitution and any relevant legislation.
  - 5.1.3. 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

- 6.1. 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.
- 6.2. The passing of the resolution to appoint a Patron will require three quarters of those eligible to vote at the AGM.
- 6.3. Members will be a parent/caregiver of a child who has a vision impairment which entitles them to:
  - 6.3.1. Enrol with the Royal New Zealand Foundation of the Blind.
  - 6.3.2. Enrol with a Visual or Sensory Resource Centre of the Blind and Low Vision Education Network of New Zealand.
  - 6.3.3. Be a member at the PVI Board's discretion.
- 6.4. Parents may apply to become a member of PVI by filling in the registration form and sending it to the PVI Board.
- 6.5. Any member may resign their membership in writing or verbally to the PVI Board.
- 6.6. Subscriptions if any will be determined at the Annual General Meeting.
- 6.7. The award of "Life Membership" may be conferred upon the recommendation of 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 or this Constitution. The member has the right to be heard or make submissions at the **SGM** before a decision is made by the membership at the Special General Meeting regarding the recommendation to terminate membership.

## 8. Annual General and Special General Meetings

- 8.1. The date, time and place of the Annual General Meeting or 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 **within 6 months of the Society's financial year end.**
- 8.3. **Financial Statements must be filed with the Registrar of Incorporated Societies within 6 months of the end of each financial year. And, if required by Section 109 of the Incorporated Societies Act 2022, an Annual Return must be filed within the same period.**
- 8.4. At the Annual General Meeting a Board shall be elected.
- 8.5. The quorum for an Annual General Meeting or Special General Meeting shall be four percent (4%) of the members eligible to vote.
- 8.6. Each voting member shall have one vote, and resolutions will be decided by a simple majority vote.
- 8.7. Proxy votes will be accepted from members eligible to vote at an Annual General Meeting or Special General Meeting.
- 8.8. Nomination procedures are as follows:
  - 8.8.1 The nomination of a PVI Board Representative must be proposed and seconded on the appropriate form which the Board Secretary will make available and be in the hands of the Board Secretary no later than 28 calendar days prior to the AGM.
  - 8.8.2 All nominees are required to meet the criteria as set out in Section 16 of the Charities Act 2005 and its amendments.
  - 8.8.3 The person nominated must indicate that they accept the nomination in writing and accompany this with a one A4 page resume of skills and attributes they wish to bring to the Board.
  - 8.8.4 The resume provided by the person nominated will be available on the PVI website and circulated by email to members at their last known email address in the first instance unless a member requests this information by post.

- 8.8.5 If there are no nominees for a vacant Board Representative position then, during the AGM, nominations shall be taken from the floor.
- 8.9. Proxy votes will be current to the date of the Annual General 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 Annual General Meeting.
- 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 majority of the Board must be members of the Society**
- 9.3. The Board shall comprise of the following Members:
- 9.4. Regional Representatives:
  - 9.4.1. 2 Representatives from the Upper North Island Region
  - 9.4.2. 1 Representative from the Central North Island Region
  - 9.4.3. 1 Representative from Lower North Island Region
  - 9.4.4. 1 Representative from the Upper South Island Region
  - 9.4.5. 1 Representative from the Lower South Island Region

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

- 9.5. Two (2) Tangata Whenua of Maori descent will be elected by members at the PVI AGM and may be elected from any region. The nomination of these members will be as set out in 8.7 above.
- 9.6. One (1) representative named “Anywhere in New Zealand” will be elected by members at the PVI AGM and this representative may be elected from any region. The nomination of this member will be as set out in 8.7 above.
- 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 representative be elected at the AGM, the Board are to use their best endeavours to co-opt a Tangata Whenua representative or representatives 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. Officers and their Duties

- 11.1. The Board shall appoint the following Officers/Executive positions.
  - 11.1.1. A Chairperson
  - 11.1.2. A Vice Chairperson
  - 11.1.3. A Secretary - The role of the secretary may be fulfilled by a staff member of PVI
  - 11.1.4. A Treasurer
- 11.2. A Board Member may hold more than one of the above positions.
- 11.3. **The Duties of Officers are to:**
  - 11.3.1. **Act in good faith and in the best interests of the Society**
  - 11.3.2. **Exercise powers for proper purposes only**
  - 11.3.3. **Comply with the Incorporated Societies Act 2022 and this Constitution**
  - 11.3.4. **Exercise reasonable care and diligence**
  - 11.3.5. **Not create a substantial risk of serious loss to creditors**

11.3.6. Not incur an obligation the officer does not reasonably believe the Society can perform

## 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 of the Board who are members of PVI will have full voting rights. Co-opted members of the Board who are not members of PVI will not have voting rights.
- 12.3. Co-opted members will not hold executive positions on the Board.

## 13. Cessation of Board membership

- 13.1. Persons cease to be Board Members when:
  - 13.1.1. They resign giving written notice to the Board.
  - 13.1.2. Their term expires.
  - 13.1.3. A Board Member absents themselves from two (2) consecutive Board meetings without leave from the Board.
  - 13.1.4. 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:
  - 14.1.1. 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
  - 14.1.2. 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:
  - 16.1.1. Enrol with the Royal New Zealand Foundation of the Blind.
  - 16.1.2. Enrol with a Visual or Sensory Resource Centre of the Blind and Low Vision Education Network of New Zealand.
  - 16.1.3. Be a member at the Board's discretion.

## 17. Role of the Board

- 17.1. The role of the Board is to:
  - 17.1.1. Promote the Purposes of PVI in all their decision making.
  - 17.1.2. Oversee the purposes of PVI.
  - 17.1.3. Oversee the financial management of PVI.

- 17.1.4. Understand, manage and oversee the Constitution of PVI.
- 17.1.5. 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 an Special General Meeting called for such purpose.
- 19.2. At least three months prior to any Annual General Meeting or a Special General Meeting notice of such alterations, repeal or additions shall have been sent to each member by the Secretary by email to their last known email address in the first instance unless a member requests the information by post.
- 19.3. The notice referred to in 19.2 above will be posted on the PVI website.
- 19.4. No rule shall be valid until accepted by the Registrar of Incorporated Societies.
- 19.5. 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 General 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 General Meeting to confirm the decision and the disposal of assets.
- 22.3. If PVI is dissolved:
  - 22.3.1. PVI's debts, costs and liabilities shall be paid;
  - 22.3.2. Surplus money and other assets of PVI may be disposed of to any party, by resolution; or
  - 22.3.3. According to the provisions in the Incorporated Societies Act 2022.

## **23. Disputes**

- 23.1. A dispute is a difference between members on any matter arising from this Constitution, or from any matter in connection with interactions between members, or concerning PVI's activities.
- 23.2. The parties in dispute will make every effort to settle their difference or differences in good faith negotiation.

- 23.3. Should good faith negotiation not settle their difference or differences, the matter or matters in dispute will be reduced to writing by each party and referred to the Board and the Board will:
  - 23.3.1. In the first instance, offer the assistance of the Chairperson or a nominee of the Chairperson, who need not be a member of the Society, to assist the parties in resolving their difference or differences, provided that the dispute is not concerning the actions of the Board or of a member of the Board and
  - 23.3.2. If that does not result in a resolution, or if the Board or a member of the Board is involved, or if either party does not accept the Chairperson's offer to assist in person or through a nominee, the Board will, subject to the agreement of the parties, seek the assistance of the Arbitrators' and Mediators' Institute of NZ to appoint a person to act as mediator and to whom, if the mediation does not resolve the matter or matters, the parties will agree to grant the right to arbitrate and to make a final and binding decision on the parties and, if necessary, on the matter of costs and
  - 23.3.3. If either party to the dispute declines to accept mediation / arbitration, the Board will determine the matter in dispute by a method of its choice and in its sole discretion, and the best interests of PVI again in their sole discretion, while taking, as far as possible, all reasonable steps to ensure that there are no actual or perceived conflicts of interest in doing so.
  - 23.3.4. The costs of mediation / arbitration will be met by the parties involved unless the dispute directly or indirectly is about the activities of the Board or the application of the Constitution, in which case the costs will be met by PVI. If there is disagreement on the matter of costs that will be settled as set out in 23.3.2 above.
- 23.4 For the purposes of Clause 23.3 above, "reduced to writing" means a concise statement outlining:
  - 23.3.5. The nature of the grievance that has given rise to the dispute and
  - 23.3.6. The provision(s) of the Constitution, if any, that have given rise to the dispute and
  - 23.3.7. The relief or remedy being requested

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Name (Print)

Signature

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DATE: 18<sup>th</sup> October 2020

DATE of AGREEMENT to CHANGES:

**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.

**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.

Three Kings Islands



Upper North Island

Central North Island

Lower North Island



Upper South Island



Lower South Island