

June 2019



Introduction to Proposed New Constitution

Blind Citizens NZ

Dear Blind Citizens NZ Member

This is the proposed new Constitution, on which you will be required to vote in three months' time. Can voting on this new Constitution commence within the three-month period for notification of the changes? The answer to this question is no. A fundamental requirement of any Incorporated Society is that it must follow its rules. We are still operating under the existing Constitution, and Rule 17 (a) clearly requires that the voting occurs "after three (3) months' notice of any proposal to make such alterations has been given to Branches prior to a meeting or to members prior to a postal ballot." Yes voting can commence on the first day immediately after the required three-month period has elapsed, and we will provide for this to happen with a short period during which votes can be cast. When voting happens, we will not be recirculating the proposed new Constitution at that time. So please make the most of this opportunity to study it, and decide how you will vote.

Firstly, the Board thanks all of you who read the previous draft Constitution and provided us with your feedback. We considered this carefully both prior to, and at our April Board Meeting. You can rest assured we took all suggestions into account, and implemented those where we felt the draft Constitution would be materially improved through their implementation.

Most of the suggestions where change has been made were minor and too numerous to outline here. Those of you who have influenced these, will no doubt recognise their inclusion or otherwise when you re-read this proposed Constitution. There were even one or two instances where the Board itself made changes as a result of giving the draft closer scrutiny.



We will outline here some of the more significant areas where changes have been made that we feel add strength to the proposed new Constitution. While recognising that what follows may not appear to cover all areas feedback sought to alter, the Board needed to decide where to draw the line on what we believed was necessary without opening up areas that had received no previous discussion with you all. Our decisions also considered if changes would add to a more meaningful understanding of the general content. A summary of areas identified for change include...

1. **Financial Members:** Perhaps the most significant feedback area where change has been implemented (at least in the number of clauses affected), has been to provide a clearer definition of when a person can or cannot be considered an Ordinary Member of Blind Citizens NZ. In essence, nothing has changed from the original intent or even how the definition was applied. However, the continual reference to being financial made it appear that we could have both financial and non-financial members. This was never the case since, unless the person is financial, they are no longer an Ordinary Member of Blind Citizens NZ. References to being a 'financial Ordinary Member' have been removed in favour of 'Ordinary Member'.
2. **Belonging to a Branch other than the one in which one resides:** The option to belong to a Branch other than the one in which the member resides has been raised with the Board previously and provision had already existed for a member in Headquarters Branch to do exactly this. This has now been extended to all members wherever they reside, given Board approval (see rule 1.2).
3. **Special Meetings:** Now referred to as "Special Meetings of Members", this has been given a separate identity as a new Rule 9. As well as being initiated through the Board or a majority of Branches and Geographic Networks, a provision has also been made to enable a minimum of 30 individually-identified Ordinary Members who share a common concern to also call for a Special Meeting (see rule 9.1).

4. **Board Meeting Minutes:** Omitted in error from the first draft, these will now be available to those Ordinary Members who request them (see rule 6.4.7).
5. **Members to be informed when applying the co-option process:** Although the process itself is covered in some detail, there was no provision in the draft constitution to inform members of the Board's decisions in this regard. The following rule 6.3.11 has been added:

6.3.11: The Board shall inform Ordinary Members of the reasons underlying any decision to co-opt and the appointment duly made, including the reasons for extending or terminating the term of office of any co-opted member.

We also received feedback from Graeme Nahkies, the speaker at our 2017 Conference who was critical of our governance processes outlined in our constitution at that time. It is pleasing to be able to report that he has largely changed his views and we were able to incorporate his feedback where we felt this was useful.

We have since submitted the proposed Constitution for a thorough legal review to ensure that it meets the requirements of an Incorporated Society, both now and when the proposed new Incorporated Societies Act comes into force in the next few years. This gives us confidence that what we are now putting forward is legally sound and will serve us well as we move forward.

The legal advice covered a number of points, some major and some relatively minor. We mention here only those whose inclusion will be most noticeable to those who have followed the development of this Constitution.

6. **Rule 18 Transition:** This is a new rule to transition the Board from its current size and length of tenure of Board Members to the new structure. It was essential that we had such a rule in our Constitution to give legal effect to how this is to occur. It is important to note

however that the transition does not disadvantage anyone elected in 2019 under the old rules.

- 7. Rule 15 Complaints, Disputes and Grievance Processes:** The lawyer had several issues with the process originally proposed. In particular, he stressed the need to ensure that any process will be consistent with the rights of natural justice of any complainant. We have replaced our former proposed rule with the one the lawyer has submitted. This area is one that the new Incorporated Societies legislation proposes to come down hard on and those of you who took an interest in the Foundation's 2017 constitutional review will recall a similar rule being part of that process too.
- 8. Members Rights and Obligations:** The lawyer has also provided us with a new rule 5.8 setting out the rights and obligations of members.
- 9. Powers Rule:** Current Incorporated Societies legislation states that we should specify certain powers that the organisation possesses. We have not included reference to powers in the past and now propose to include those put forward by the lawyer. Rule 4 is now entitled "Objects and Powers", and the powers are outlined in rule 4.2.
- 10. Savings Rule:** In the current constitution in rule 17 (d), we refer to the Board being able to determine any matter not provided for in the rules. This so-called savings rule was not transferred to the new Constitution but the lawyer confirms that this is a useful cornerstone rule for any constitution because it enables the Board to have flexibility to deal with something unusual or unexpected where there is no current rule to deal with it. He states that we should have such a rule and has drafted one as the new rule 13.2.4 under rule 13.2 Board Authority.

Other suggestions from the lawyer were more of an operational nature and have been incorporated into the various clauses affected.

We recognise that constitutions are not everyone's 'cup of tea' but we encourage you to take an interest and vote once the opportunity to do so

arises. A good deal of effort has been put in by a number of people over the last couple of years to ensure that Blind Citizens NZ meets the standards required of a well-governed and progressive Incorporated Society that is run by and for its members.

Jonathan Godfrey

National President

On behalf of the Board, Blind Citizens NZ

Association of Blind Citizens of New Zealand Inc

Proposed Constitution

June 2019

1.0 Name

- 1.1** The name of the organisation is "Association of Blind Citizens of New Zealand Incorporated", an incorporated society under section 8 of the Incorporated Societies Act 1908.
- 1.2** The organisation is now more commonly known as "Blind Citizens NZ", under which name it shall be referenced throughout this Constitution.
- 1.3** The organisation was founded in 1945 under the name of "Dominion Association of the Blind". It was renamed in 1977 to "New Zealand Association of the Blind and Partially Blind" and further renamed in 1998 to its current legal name of "Association of Blind Citizens of New Zealand".

2.0 Registered Office

2.1 The Registered Office of Blind Citizens NZ is Ground Floor, 113 Adelaide Road, Newtown, Wellington. Throughout this Constitution and other policy documents, the Registered Office shall be referred to as “National Office”.

2.2 Key Contact details for Blind Citizens NZ:

- 0800 222 694;
- 021 222 6940.
- admin@abcnz.org.nz

2.3 Entity Information:

- Incorporated Society: Registration Number 223080.
- Charity: Registration Number CC41040.

3.0 Definitions

The terms below have the following meanings in this Constitution:

- 3.1 "**Blind**" is the term used to describe those who identify themselves as blind, vision-impaired, partially sighted, partially blind, deafblind, having low vision or in some other manner consistent with sight loss, and "blind community" has the same meaning.
- 3.2 "**Complaint**" means a complaint or disciplinary procedure regarding alleged misconduct of a Member.
- 3.3 "**Conference**" is an event that, when convened, is held in conjunction with the Annual General Meeting and whose features include the sharing of information and opinions on matters of common interest, invited speakers, social interaction and a celebratory dinner with presentation of awards.
- 3.4 "**Financial year**" is the 12-month period ending 30 June.
- 3.5 "**Format**" means the form in which information is exchanged between National Office and Members and which, if not in standard print, may be in some other form authorised by the Board (e.g. large print, email, the Telephone Information Service or braille), and where the preference of each Member is respected.
- 3.6 "**Full Member under the constitution of the Royal NZ Foundation of the Blind**" is the yardstick used for eligibility for admission as an Ordinary Member of Blind Citizens NZ. This is described in their constitution as a person eligible to be a "qualifying person";

meaning a person who, in the opinion of a registered Optometrist or Ophthalmologist, has visual acuity not exceeding 6/24 in the better eye with correcting lenses or serious limitations in the field of vision generally not greater than 20 degrees in the widest diameter.

- 3.7** "**Grievance**" means a grievance alleging damage to a Member's rights or interests as a Member or to Members' rights or interests generally.
- 3.8** "**In writing**" when used in this Constitution means a form of response that may be submitted in a format other than one that is paper-based, provided that the format used is one authorised by the Board and the submitter accepted as authentic.
- 3.9** "**Manifest Error**" in the context of this Constitution means an error that is so obvious and clear on its face that there is no room for argument.
- 3.10** "**National Office**" is the registered office of Blind Citizens NZ and is the operational hub of the organisation, employing its only paid staff.
- 3.11** "**Qualifying child**" means a person eligible for junior membership of Blind Citizens NZ who meets the same vision criteria as defined for a qualifying person" under the constitution of the Royal NZ Foundation of the Blind.
- 3.12** "**Royal New Zealand Foundation of the Blind**" is the principal service provider for blind persons in New Zealand.
- 3.13** "**Telephone Information Service**" is a Royal New Zealand Foundation of the Blind-provided recorded service that is used by Blind Citizens NZ to enable members to connect via phone to hear news and information and record their own feedback and voting preferences.

3.14 **“World Blind Union Representative”** is a Blind Citizens NZ appointee to the World Blind Union and whose presence on the Board is valued by both the representative and the Board to the extent that the representative may even be co-opted to the Board.

4.0 Objects and Powers

4.1 Objects

Blind Citizens NZ is a charitable organisation of blind people in New Zealand who choose to speak out on our own behalf. We acknowledge and support the principles of Te Tiriti O Waitangi. We uphold the aims of the United Nations Convention on the Rights of Persons with Disabilities, the purpose of which is to “promote, protect and ensure the full and equal enjoyment of all human rights and fundamental freedoms by all persons with disabilities, and to promote respect for their inherent dignity”. Consistent with social justice, and in aspiring to achieve an accessible, equitable and inclusive society for all members of the blind community in New Zealand, we advocate for and actively pursue the following objects:

- Full participation in the economic, political, social and cultural life of the community;
- Equal opportunities to engage in education, training, employment, and cultural and leisure activities;
- Safe and blind-friendly access to and use of all aspects of the built environment, including public transport services;
- Access to publicly available information in a form that compensates for our lack of sight;
- The right to independence and confidentiality when called upon to disclose personal information or when casting a vote;
- Blindness-related services that enable us to approach everyday life with independence, confidence and dignity;
- Technology and telecommunications that accommodate our blindness-related needs;

- Self-determination and the guiding principle of “Nothing About Us Without Us”;
- Improved community education and awareness of both our needs and capabilities;
- Training, support and experience in leadership and advocacy for our Members;
- A positive and inclusive culture that encourages and values Member participation, social interaction, peer support and the sharing of information and advice;
- Real and practical outcomes from collaborative efforts with our disability and social service sector partners to secure a non-disabling society for all;
- Active support for the causes of blind people throughout the world;
- All other things as are incidental to, or which may assist with the attainment of, any of the above objects.

4.2 Powers

4.1.2 Blind Citizens NZ has full powers, jurisdiction and authority and (except as restricted by this Constitution), may do all and anything to carry out its objects, including:

- Determining who are its Members and their entitlements and withdrawing, suspending, terminating or restricting Membership and other benefits;
- Acquiring or receiving the benefit of any property and dealing with property in any way (including borrowing, investing, lending and giving or obtaining security);
- Implementing a complaints, disputes and grievance process provided that any process must be consistent with the general principles of natural justice;

- Conducting hearings, making decisions and imposing penalties in accordance with any complaints, disputes and grievance processes and appointing independent person(s) to be involved in such processes;
- Implementing a code of conduct for Members.

5.0 Membership

5.1 Joining as a Member

5.1.1 Members of Blind Citizens NZ shall be registered with either a Geographic Branch, Headquarters Branch or with a Geographic Network. The members of Special Interest Networks need not all be members of Blind Citizens NZ but, if so, will already have a Branch or Network affiliation.

5.1.2 Application for membership shall be made to the Secretary of the Geographic Branch in which the applicant resides or to the National Office. Where an applicant more closely identifies with, and so chooses to belong to a Geographic Branch other than where they reside, the application must be made to the Board for approval. In the event that no Geographic Branch exists, application will be made to National Office for registration with Headquarters Branch or with a Geographic Network.

5.1.3 Six classes of membership are provided for as follows:

- Ordinary Members;
- Membership-for-Life;
- Honorary Membership-for-Life;
- Junior Members;
- Associate Members;
- Affiliate Organisation Membership.

5.1.4 Any person wishing to resign from membership of Blind Citizens NZ may do so in writing to the Secretary of the Geographic Branch of which they are a Member or to the National Office, and any such resignation shall, without prejudice to obligations then due, take effect from the date of such written resignation.

5.2 Ordinary Members

- 5.2.1** Ordinary Membership of Blind Citizens NZ shall be open to all persons sixteen years and over and who are eligible for registration as Full Members under the constitution of the Royal New Zealand Foundation of the Blind.
- 5.2.2** An Ordinary Member may belong to as many Special Interest Networks as they choose.
- 5.2.3** Annual subscriptions for Ordinary Membership shall be set at rates to be determined by the Annual General Meeting from time to time.
- 5.2.4** Subscriptions for Ordinary Membership shall fall due on 1 July (the first day of the financial year). Where a membership subscription has not been received within three months after the due date, the individual concerned ceases to be a Member.
- 5.2.5** Notwithstanding the provision in 5.2.4 relating to when subscriptions fall due, those joining Blind Citizens NZ for the first time who join between 1 April and 30 June shall not be required to pay another subscription on 1 July in the same calendar year. In this situation, the subscription shall fall due on 1 July in the following calendar year. If not received within three months after the due date, the individual ceases to be a Member.

5.3 Membership-for-Life

- 5.3.1** Any person may become an Ordinary Member for the duration of their life upon payment of a lump sum, the amount of which shall be as determined by the Annual General Meeting from time to time.
- 5.3.2** Branches and Networks shall forward all such lump sum payments to the National Office in full.

- 5.3.3** Disbursements to Branches and Networks from National Office for Members for Life shall be paid at a rate to be determined by the Annual General Meeting from time to time.
- 5.3.4** In the event of the resignation of a Member who has purchased Membership-for-Life, there shall be no obligation on the part of Blind Citizens NZ to refund any part of the monies paid.
- 5.3.5** The total value of Membership-for Life contributions will appear in the annual accounts as a separate item.

5.4 Honorary Membership-for-Life

- 5.4.1** Honorary Membership-for-Life may be conferred upon any Ordinary Member in recognition of a contribution of special merit or as a reward for sustained service to Blind Citizens NZ.
- 5.4.2** Nominations for Honorary Membership-for-Life shall be forwarded to National Office by a date to be advised annually and may be initiated by Branches, Networks or the Board.
- 5.4.3** In every case, Honorary Membership for Life shall be conferred by a resolution of the Annual General Meeting after notice has been issued by National Office.
- 5.4.4** Honorary Members-for-Life shall not be required to pay any subscriptions but in all other ways shall retain their Ordinary Membership status.
- 5.4.5** The names of recipients of Honorary Membership-for-Life shall be recorded in a register administered by National Office.

5.5 Junior Membership

- 5.5.1** Junior Membership of Blind Citizens NZ shall be open to anyone under the age of 16 recognised as a “qualifying child” under the constitution of the Royal New Zealand Foundation of the Blind and whose guardian is therefore eligible to be registered as a Guardian Member of the Foundation.
- 5.5.2** Application for Junior Membership may be initiated by the applicant, parent or guardian.
- 5.5.3** There shall be no subscription charged for Junior Membership.
- 5.5.4** Junior Members shall be entitled to attend general meetings of local Branches and the Annual General Meeting and Conference of Blind Citizens NZ, and shall have the right to speak at the discretion of the Chair but not to vote.
- 5.5.5** Junior Members, on reaching the age of 16, shall become eligible for Ordinary Membership of Blind Citizens NZ.

5.6 Associate Membership

- 5.6.1** Persons 16 years of age and over who are not eligible to be Ordinary Members of Blind Citizens NZ may apply for Associate Membership.
- 5.6.2** Annual subscriptions for Associate Membership shall be set at rates to be determined by the Annual General Meeting from time to time.
- 5.6.3** Subscriptions for Associate Membership shall fall due on 1 July (the first day of the financial year). Where an Associate Membership subscription has not been received within three months after the due date, the individual concerned ceases to be an Associate Member.

- 5.6.4** Notwithstanding the provision in rule 5.6.3, relating to when subscriptions fall due, those joining Blind Citizens NZ for the first time who join between 1 April and 30 June shall not be required to pay another subscription on 1 July in the same calendar year. In this situation, the subscription shall fall due on 1 July in the following calendar year. If not received within three months after the due date, the individual ceases to be a Member.
- 5.6.5** All subscriptions collected from Associate Members shall be retained by the Branch in full.
- 5.6.6** Associate Members shall be entitled to attend General Meetings of local Branches and the Annual General Meeting and Conference of Blind Citizens NZ, and shall have the right to speak at the discretion of the Chair, but not to vote.
- 5.7** **Affiliate Organisations**
- 5.7.1** External organisations may affiliate to Blind Citizens NZ to experience the mutual benefits accruing from closer collaboration.
- 5.7.2** Each affiliate organisation shall be subject to the terms and conditions set out in a Memorandum of Understanding mutually agreed with Blind Citizens NZ, and defining whether or not the organisation has voting rights.
- 5.7.3** A voting affiliate organisation attending the Annual General Meeting and Conference has the same rights and obligations accorded to an Ordinary Member.

5.8 Members Rights and Obligations

5.8.1 Members acknowledge and agree that, except where otherwise stated in their Membership category:

- They are bound by this Constitution and by the regulations, policies and procedures including any code of conduct for Members;
- In order to receive or continue to receive Membership entitlements, Members must meet all requirements of Membership set out in this Constitution or as set by the Board, including payment of any Membership or other fees within a required time period.
- The failure by a Member to comply with this Rule may result in withdrawal of Membership entitlements but shall not excuse such Member from being bound by this Constitution.
- They are entitled to all rights, entitlements and privileges of Membership conferred by this Constitution.
- They must not engage in any conduct that brings, or risks bringing Blind Citizens NZ into disrepute.

6.0 Board

6.1 The primary role of the Board is to govern Blind Citizens NZ in a manner consistent with a mandate conveyed and informed through the collective voice of Members, and to act in accordance with that mandate. To this end, the Board shall:

- Set the strategic direction and priorities for the organisation;
- Develop and monitor policies that provide direction and boundaries for both its own and the Chief Executive's functions;
- Ensure that the Chief Executive and staff have sufficient resources to perform the tasks assigned to them;
- Engage with Members in open and honest dialogue, actively pursuing those issues that are of immediate concern while keeping Members informed of progress;
- Be accountable to the Members for organisational performance.

6.2 Composition of the Board

6.2.1 National President, elected by Members for a three-year term.

6.2.2 Six Members-at-Large, two of whom are elected by members each year for a term of three years.

6.2.3 Up to two co-opted members appointed by the Board and whose appointment is optional, except where it is mandatory to co-opt the World Blind Union Representative to the Board (refer rule 6.3.9).

6.2.4 All elected Members may stand for additional terms with no limit on terms served.

- 6.2.5** Members of the Board shall take office at the conclusion of the Annual General Meeting at which they are declared elected or appointed, or following Conference when convened.
- 6.2.6** The Vice President is not an elected position. The Vice President shall be appointed annually by the Board at a meeting convened for this purpose as soon as practicable following the conclusion of the Annual General Meeting, or Conference when convened. Only those holding elected positions on the Board shall be eligible for appointment to the position of Vice President.
- 6.2.7** Paid employees of Blind Citizens NZ are not eligible to hold any Board position.
- 6.2.8** Any person who is currently a Branch or Network Representative shall be required to forfeit that position immediately upon taking office as a member of the Board.

6.3 Co-opting Additional Board Members

- 6.3.1** The Board may from time to time resolve to appoint an Ordinary Member of Blind Citizens NZ as a member of the Board.
- 6.3.2** The purpose of such an appointment shall be to enhance the range of skills, knowledge, perspective or experience available to the Board in the execution of its governance role, or to provide expertise in a particular field deemed necessary to meet a specific Board objective.
- 6.3.3** The number of co-opted Board Members in office at any given time shall not exceed two.

- 6.3.4** A co-opted Board Member may be appointed for a term of any length not exceeding two years, and this term may be extended by one additional term at the discretion of the Board.
- 6.3.5** A co-opted Board Member may stand as a candidate for election to the Board either:
- Upon completion of their appointed term as a co-opted Board Member; or
 - During the term of their appointment, at which time their appointment shall cease.
- 6.3.6** A person is disqualified from being appointed as a co-opted Board Member if:
- Two consecutive terms as a co-opted Board Member have already been served; or
 - The person was an elected or co-opted Board Member in the preceding term and stood unsuccessfully for election as a Board Member in the most recent election.
- 6.3.7** A co-opted Board Member may not be appointed as Vice-President of Blind Citizens NZ.
- 6.3.8** A co-opted Board Member has the same functions, duties and powers, and shares the same accountabilities, as an elected Board Member.
- 6.3.9** In the event that the World Blind Union Representative is not an elected member of the Board, the person so appointed to this position shall be co-opted to the Board for the term of their current appointment except where the appointee:
- Vacates their position prior to the completion of their term; or
 - Is subsequently elected to the Board.

- 6.3.10** Should the World Blind Union Representative's co-option to the Board cause the number of co-opted members on the Board to exceed the maximum of two, the Board must terminate the appointment of one of the existing co-opted members.
- 6.3.11** The Board shall inform Ordinary Members of the reasons underlying any decision to co-opt and the appointment duly made, including the reasons for extending or terminating the term of office of any co-opted member.

6.4 Board Meetings

- 6.4.1** The Board shall meet regularly according to a schedule of dates that the Board shall determine from time-to-time. It shall receive from the Chief Executive all documented material necessary for the conduct of the meeting within a timeframe pre-determined by the Board.
- 6.4.2** Unless determined otherwise by the Board, the Chief Executive shall be in attendance at all meetings of the Board.
- 6.4.3** A quorum at all Board meetings shall be a majority of those serving on the Board (including co-opted Board Members) meeting face to face or linked electronically.
- 6.4.4** Any vote conducted at a Board meeting shall be carried by a simple majority of those Board Members constituting a quorum. In the event of an equality of votes, the Chair of the meeting shall have a casting as well as a deliberative vote.
- 6.4.5** Under conditions determined by the Board, observers may attend Board meetings, but may not speak unless permission is granted by the Chair.

- 6.4.6** Any member of the Board shall be deemed to have vacated office if the member is absent from three consecutive meetings, unless leave of absence has been granted.
- 6.4.7** The Minutes of all Board meetings shall be distributed to the Board, Branch Representatives and those Ordinary Members who request them.
- 6.4.8** The Board shall adopt the annual audited accounts of Blind Citizens NZ prior to their being received at the Annual General Meeting.
- 6.4.9** The Chief Executive shall call a special meeting of the Board when requested to do so by the National President, or by a majority of those serving on the Board (including co-opted Board Members). Notification shall be issued to every Board Member no later than seven days before the date set down for the meeting.

7.0 Staff

- 7.1** The Board shall appoint a Chief Executive of Blind Citizens NZ on such terms and conditions of engagement as the Board deems appropriate.
- 7.2** The Chief Executive shall be responsible and accountable to the Board.
- 7.3** Where the position of Chief Executive falls vacant, the Board shall take steps to fill the vacancy as soon as practicable but may appoint an Acting Chief Executive in the meantime on such terms and conditions of engagement as the Board deems appropriate.
- 7.4** Where the Board has accepted the need to appoint additional staff to conduct the business and administration of Blind Citizens NZ, the Chief Executive shall be responsible for making all such appointments.
- 7.5** Staff so appointed need not be Ordinary Members of Blind Citizens NZ.
- 7.6** The Chief Executive shall be responsible for the supervision of all staff positions below their own, and for work assigned to volunteers.
- 7.7** The Board shall monitor the performance of the Chief Executive on an ongoing basis and conduct a regular assessment and review with the Chief Executive based on a mutually agreed set of performance measures.
- 7.8** Any member of staff required to attend any meeting (as defined in this Constitution) in their paid capacity shall not have the right to vote, and may only speak at the discretion of the Chair.
- 7.9** Members of staff of Blind Citizens NZ are not eligible to hold any Board position.

8.0 Annual General Meeting and Conference

- 8.1** The Annual General Meeting and Conference enables Members from throughout the country to come together to share their lived experiences of blindness and express their views on the issues that restrict their ability to enjoy equal rights with those in the sighted community. The collective and informed decisions reached as an outcome of such discussions, gives Blind Citizens NZ the mandate to speak on behalf of its Members, and obliges the Board to act in a manner consistent with this mandate.
- 8.2** The Annual General Meeting of Blind Citizens NZ shall be convened on a date as close as practicable to 8 October (the date commemorating the founding meeting of the organisation in 1945).
- 8.3** Conference, when convened, shall be held in conjunction with the Annual General Meeting and shall observe the same meeting procedures as the Annual General Meeting.
- 8.4** The business of the Annual General Meeting shall be to:
- Confirm the results of the Board election;
 - Appoint the auditor (on a recommendation from the Board);
 - Receive the Annual Report on the affairs of Blind Citizens NZ since the previous Annual General Meeting;
 - Receive the audited financial statements for the previous financial year;
 - Consider remits and other pre-circulated resolutions;
 - Transact any other business.

- 8.5** An agenda that includes the Annual Report, audited financial statements, and remits and resolutions previously circulated to Branches and Geographic Networks, shall be circulated to all Members registered to attend the Annual General Meeting, at least seven calendar days prior to its commencement.
- 8.6** The Annual General Meeting shall be attended by all members of the Board and Branch and Network Representatives, and shall be open to all Members of Blind Citizens NZ, delegates of affiliated organisations, invited guests, the auditor, and members of the public.
- 8.7** At any Annual General Meeting, the Chair shall be occupied by the National President or the Vice-President or, in their absence, by some other Member whom the Board shall appoint.
- 8.8** Voting at the Annual General Meeting shall be by:
- Voice; or
 - Show of Hands; or
 - Secret Ballot.
- 8.9** When called upon to vote, an Ordinary Member whose name is recorded on the membership database held by National Office as being an Ordinary Member seven calendar days prior to the commencement of the Annual General Meeting shall be entitled to cast a single vote.
- 8.10** A Branch or Network Representative shall be expected to cast their single vote on behalf of their Branch or Network when acting in a representative capacity.

- 8.11** The official delegate of a voting affiliate organisation recorded on the membership database held by National Office as being financial seven calendar days prior to the commencement of the Annual General Meeting shall be entitled to cast a single vote on behalf of their organisation; except where they elect to vote as an eligible Ordinary Member as provided for in rule 8.9 above.
- 8.12** Any Ordinary Member eligible to vote, or the official delegate of any voting affiliate organisation, can call for voting to take place by a "Show of Hands".
- 8.13** A vote by Secret Ballot shall be held at the request of five or more Ordinary Members present.
- 8.14** Any employee of Blind Citizens NZ who is required to attend in their paid capacity may only speak at the discretion of the Chair, and shall not have the right to vote.
- 8.15** Where there is equality of voting, the Chair shall have a casting vote as well as a deliberative vote.
- 8.16** Where not otherwise provided for, the Annual General Meeting shall observe the rules of debate as interpreted by the Chair.

9.0 Special Meetings of Members

9.1 A Special Meeting of Members may be called at any time to resolve a matter of significant importance to the organisation by:

- The Board; or
- A majority of Branches and Geographic Networks; or
- A minimum of thirty individually identified Ordinary Members who share a common concern.

9.2 Such a meeting shall either:

- Include all members of the Board and a representative from each Branch and Geographic Network; or
- Be open to all Ordinary Members of Blind Citizens NZ.

9.3 Other persons may attend Special Meetings by invitation only.

9.4 The Board shall notify all those authorised to attend the Special Meeting of Members of the date and venue of the meeting, how it will be conducted, and provide an explanation of the reasons for holding the meeting as agreed with those responsible for calling it.

10.0 Elections

10.1 Eligibility

- 10.1.1** For all election processes provided for in this Rule, all participants intending to stand, nominate a candidate or vote in the election, shall be recorded as Ordinary Members on the member database held by National Office at the closing date for nominations for the election.
- 10.1.2** To be eligible for nomination as a candidate for any position provided for in this Rule, the nominee must also have been an Ordinary Member of Blind Citizens NZ for no less than 24 full months measured cumulatively during the period of five consecutive years ending on the closing date for nominations.
- 10.1.3** No person shall be permitted to serve on the Board if disqualified under any of the factors for disqualification outlined in the Charities Act 2005, or who is found to have breached any qualifying criteria for office in this Constitution.

10.2 Process for Conducting Elections

- 10.2.1** For each annual election, the Board shall appoint a Returning Officer who shall not be an Ordinary Member of Blind Citizens NZ.
- 10.2.2** Notice of each annual election shall be placed in the two issues of Blind Citizens NZ's official national publication preceding the date on which nominations shall close. This notice of election shall contain advice that only those members who comply with the criteria provided in rule 10.1 are eligible to participate in the election.

- 10.2.3** Nominations shall close seven weeks prior to the date of the Annual General Meeting.
- 10.2.4** Ballot material shall be distributed to all Ordinary Members eligible to vote in elections, four weeks prior to the date of the Annual General Meeting and shall include:
- Candidates' CVs in the member's preferred format;
 - Voting papers and/or instructions for voting using the method chosen by the voter from amongst options determined by the Board from time to time.
- 10.2.5** A ballot will be held each year to fill all vacant positions on the Board (including expired positions and unfilled vacancies), where the number of validly nominated candidates exceeds the two required to fill the Member-at-Large positions expiring at the end of their three year term. An election for the expired or vacated position of National President shall also be held if more than one nomination has been received.
- 10.2.6** Votes must be received at the National Office no later than 4pm, ten consecutive days prior to the Annual General Meeting.
- 10.2.7** Should there be an equal number of votes for two or more candidates, the returning officer shall determine by lot, which of such candidates shall be elected to complete the ballot.
- 10.2.8** Should there still remain one unfilled Member-at-Large position following the election, this position shall be deemed a vacancy to be filled at the next annual election. Any more than one unfilled position shall trigger the actions described in rule 10.5 (Filling Vacancies when the Board falls below a Minimum Number).

10.2.9 Whether or not a ballot is required, the outcome of any completed electoral process shall be notified to Members by the Returning Officer as soon as practicable once the outcome is known, using all media at their disposal (but excluding individual advice).

10.2.10 At the Annual General Meeting the returning officer shall:

- Where no ballot has been held, declare each validly nominated candidate to be elected; or
- Where a ballot has been held, confirm the results of the ballot and declare each successful candidate to be elected.

10.2.11 Candidates duly elected shall assume office immediately after the conclusion of the Annual General Meeting, or following Conference when convened.

10.3 Election of all Board Positions

10.3.1 The term of office for all positions on the Board shall be three years.

10.3.2 The term of office of two of the six Members-at-Large shall expire each year in rotation, although all Board Members whose terms have expired may seek re-election.

10.3.3 The election for the National President shall take place on the third anniversary following their accession to the position. Should the National President be unable to complete their term of office, the Vice-President shall assume the role of National President until the next annual election, at which time an election shall be conducted to fill the position of National President for the next three years.

10.3.4 The position of Vice President is not an elected position. This position is appointed annually by the Board from amongst its own elected members. Any vacancy occurring during the term of this annual appointment shall be filled by a subsequent appointment in order to complete the term of office.

10.4 Filling Member-at-Large Vacancies

10.4.1 A position may fall vacant due to resignation, expulsion, death, or as a result of insufficient nominations having been received in an election.

10.4.2 If there are unsuccessful candidates in the most recent election, the highest polling unsuccessful candidate from the most recent election shall be offered the vacated position and shall take office immediately to complete the term of office of the member whose departure has given rise to the vacancy.

10.4.3 Where that candidate declines to accept the position, the process to determine a successor shall continue down the list, in order of the next highest polling candidate, until all candidates from the most recent election for that position have been exhausted.

10.4.4 Should there be an equal number of votes for two or more candidates, the returning officer shall determine by lot, in which order such candidates shall be approached.

10.4.5 Where a vacancy occurs because there are no successors from the most recent election, or the position for the respective vacancy is declined, or insufficient nominations have been received to fill the position, the position will remain vacant until the next annual election.

10.5 Filling Vacancies when the Board Falls Below a Minimum Number

- 10.5.1** Should the number of Member-at-Large vacancies following the most recent election equal two or more, or there has been no nomination for National President, appointments must be made at the Annual General Meeting by those Members eligible to vote. The number of appointments must be sufficient to fill these vacancies and bring the number of members on the Board (excluding co-opted members) to a total of seven.
- 10.5.2** The members required to complete the terms of office of the unfilled positions on the Board shall be appointed by a process to be determined by the Annual General Meeting at the time, and shall henceforth be regarded as elected members.

11.0 Establishing and Disestablishing Branches and Networks

11.1 Membership Affiliations

The Board shall endeavour to establish new Branches and Networks whenever and wherever it is considered opportune. Blind Citizens NZ provides for four types of affiliation where Members can join together as part of a collective:

- 11.1.1** Geographic Branches: established to support Members in a common geographic area, the boundaries of which are determined by postal code.
- 11.1.2** Headquarters Branch: exists to enrol Ordinary Members of Blind Citizens NZ who reside in an area where no Blind Citizens NZ Geographic Branch or Network exists. By virtue of its unique characteristics, there shall be no minimum number of Members required to ensure existence of the Headquarters Branch. Headquarters Branch cannot therefore be disestablished. Note that a member of Headquarters Branch may opt to become a member of an active geographic Branch or Network.
- 11.1.3** Geographic Networks: may be formed within the boundaries of Headquarters Branch or any existing Branch and shall comprise a group of Ordinary Members who share an enthusiasm for the causes and values of Blind Citizens NZ and whose proximity to one another enables them to participate in the Network's activities. Activities may range from local advocacy through to peer support.

11.1.4 Special Interest Networks: may exist where members of the blind community wish to join together to pursue a common interest or characteristic; examples being users of a particular type of service, employees in a specific field, membership of a group with common characteristics within the blind community, or any other interests, that the Board deems are consistent with the Objects of Blind Citizens NZ.

11.2 Establishing a Geographic Branch

11.2.1 A new Geographic Branch may be established either:

- Outside the geographic boundaries of an existing Branch, i.e. from within the boundaries of Headquarters Branch; or
- From within the geographic boundaries of an existing Branch.

11.2.2 No Geographic Branch, at the time of its establishment, shall have fewer than ten Ordinary Members.

11.2.3 The request to establish a new Geographic Branch shall be made in writing to the Board with evidence of support from no fewer than ten Ordinary Members.

11.2.4 The Board shall survey all Ordinary Members who reside within the boundaries of the potential new Branch to determine their level of support.

11.2.5 If the Board deems the level of support to be sufficient, establishment of the new Branch shall proceed in a manner as prescribed by the Board from time to time.

11.2.6 The Board shall report the successful establishment of the Branch to the next Annual General Meeting of Blind Citizens NZ.

11.3 Establishing a Geographic Network

- 11.3.1** No Geographic Network, at the time of its establishment, shall have fewer than five Ordinary Members.
- 11.3.2** The request to establish a Geographic Network shall be made in writing to the Board with evidence of support from no fewer than five Ordinary Members.
- 11.3.3** The Board shall consider the establishment proposal and, where supported, shall be responsible for:
- Determining the boundaries of the Network;
 - Surveying all Members within the boundary to ascertain their preference or otherwise for Network membership;
 - The parameters within which the Network is required to operate;
 - Any assistance (including financial assistance) that may be required for its establishment.
- 11.3.4** Immediately following Board approval, the Members of the Geographic Network shall appoint a Local Coordinator whose function shall be to establish and maintain communication links with Members of the Network and liaise with the Chief Executive regarding Network activities.
- 11.3.5** The Board shall report the successful establishment of the Network to the next Annual General Meeting of Blind Citizens NZ.

11.4 Establishing a Special Interest Network

- 11.4.1** No Special Interest Network, at the time of its establishment, shall have fewer than five members residing either locally or nationally, of whom at least three shall be Ordinary Members of Blind Citizens NZ.

- 11.4.2** The request to establish a Special Interest Network shall be made in writing to the Board with evidence of support from no fewer than five members of whom three shall be Ordinary Members of Blind Citizens NZ.
- 11.4.3** The Board shall consider the establishment proposal and, where supported, shall be responsible for the parameters within which the Network shall operate, along with any assistance (including financial assistance) that may be required for its establishment.
- 11.4.4** Immediately following Board approval, the members of the Special Interest Network shall appoint a Coordinator who shall be an Ordinary Member of Blind Citizens NZ and whose function shall be to establish and maintain communication links with members of the Network and liaise with the Chief Executive regarding Network activities.
- 11.4.5** The Board shall report the successful establishment of the Network to the next Annual General Meeting of Blind Citizens NZ.

11.5 Disestablishing a Geographic Branch

- 11.5.1** A Geographic Branch may be disestablished when:
- A period in recess has ended without further activity; or
 - It has been amalgamated with another Geographic Branch; or
 - Its membership has fallen below ten Ordinary Members.
- 11.5.2** When considering disestablishment, the Board shall survey all Ordinary Members from the Geographic Branch to establish whether the Branch should be:
- Amalgamated with another Geographic Branch or
 - Reconstituted as a Geographic Network; or

- Placed into recess; or
- Disestablished with Branch members transferred to Headquarters Branch.

11.5.3 The Board's report to the Annual General Meeting shall include the members' preferred option and the reasons for the Board's decision.

11.5.4 Where the disestablished Branch is being amalgamated with an existing Branch, the Board shall consider the transfer of any remaining funds from the disestablished Branch to the existing Branch according to a formula to be determined at the time.

11.5.5 Where no amalgamation with another Branch is taking place, all remaining funds of the disestablished Branch shall be transferred to National Office to be held temporarily for the Branch pending possible re-establishment.

11.6 Disestablishing a Geographic or Special Interest Network

11.6.1 A Network may be disestablished when:

- A period in recess has ended without further activity; or
- The coordination of the Network has lapsed; or
- The number of Members willing to participate has fallen below that required at the time of its establishment.

11.6.2 The Board may decide to survey Members from the Network proposed for disestablishment where reasonable grounds for its survival are deemed to exist.

11.6.3 The Board's report to the Annual General Meeting shall include the Members' preferred option and the reasons for the Board's decision.

12.0 Branch and Network Responsibilities

12.1 Branches

Note: that the following does not apply to Headquarters Branch, all functions required to support the Members in Headquarters Branch shall be undertaken by National Office.

12.1.1 Quorum

12.1.1.1 A quorum for holding an Annual General, General or Special General Meeting shall be ten Ordinary Members, except where the total Ordinary Membership of the Branch is less than forty, in which case a quorum shall be a quarter of the total Ordinary Membership of the Branch provided this number is no fewer than five Ordinary Members.

12.1.1.2 A quorum for all Branch Committee meetings shall be a majority of the total number of Ordinary Members of the Branch Committee.

12.1.2 Notice of Meeting

Notice of a Branch Annual General or General Meeting shall be notified to all Branch Ordinary Members in a format of the Member's choice and shall be received by the Member no later than 14 days before the date set down for the meeting.

12.1.3 Annual General Meeting

12.1.3.1 Each Branch shall hold an Annual General Meeting between 1 July and 31 August at a physical venue and shall forward to the National Office:

- Minutes of the Annual General Meeting within one month following the Annual General Meeting; and

- The Branch's financial statement and records for audit within timeframes to be advised.

12.1.3.2 Each Branch shall at its Annual General Meeting elect a Committee, which shall comprise no fewer than five individuals. This number shall include a Chair, a Secretary and a Treasurer (or a Secretary/Treasurer), a Branch Representative (who shall not be a current Board Member) and such number of Ordinary Members as required. An office holder may fill more than one position. However, no individual who is not an Ordinary Member shall serve in any capacity other than Secretary and/or Treasurer.

12.1.3.3 The Branch Representative shall act as a link between the Branch and the organisation at a national level and shall:

- Convey Board decisions and sundry information from National Office to the Branch Committee and to Branch Members generally;
- Represent the Branch at the Annual General Meeting and Conference to express and vote on the Branch's views on all remits and any pre-circulated resolutions;
- Share information about the Branch's activities with the wider organisation.

12.1.3.4 In the event no Ordinary Member of Blind Citizens NZ accepts nomination for election to the position of Secretary and/or Treasurer, the Branch Committee shall have the power to appoint such persons who need not be Ordinary Members of Blind Citizens NZ. Such appointees shall not have the right to vote.

12.1.3.5 Nominations for Branch Officers and Committee Members shall be called for at the Annual General Meeting and accepted from the floor.

12.1.3.6 Should the Branch Representative subsequently be elected as a member of the Board of Blind Citizens NZ, the Branch Representative shall forfeit that position immediately upon taking office as a Board member but may remain as a member of the Committee until the next Annual General Meeting.

12.1.3.7 Should the position of Chair, Secretary, Treasurer or Branch Representative fall vacant before the end of the term of office for that position, a General or Special General meeting shall be convened as soon as practicable to fill the vacant position.

12.1.4 General Meetings

12.1.4.1 Each Branch shall hold a minimum of three General Meetings annually (not including the Annual General Meeting at a physical venue).

12.1.4.2 Remits from Branch Members to be raised at the Annual General Meeting of Blind Citizens NZ shall be considered and forwarded to National Office by a time to be advised.

12.1.4.3 A Branch meeting shall debate the merits of the total of all remits and any other notified topics to be discussed at the Annual General Meeting of Blind Citizens NZ to inform the Branch Representative of its views and so indicate its voting preference.

12.1.5 Special General Meetings

12.1.5.1 A Special General Meeting may be called by resolution of a Branch Committee, or at the request of ten Ordinary Members of the Branch, except where the total Ordinary Membership of the Branch is less than forty, in which case the number required shall be a quarter of the total number of Ordinary Members of the Branch provided this number is no fewer than five Ordinary Members.

12.1.5.2 Notice of a Special General Meeting shall be notified to all Branch Ordinary Members in a format of the Member's choice and shall be received by the Member no later than seven days before the date set down for the meeting.

12.1.6 The Branch Committee

The Branch Committee shall:

- Be accountable to its membership, and shall, with respect to Branch matters, act upon and be responsible for any resolutions passed by any Branch Annual General, General, or Special General Meeting;
- Interact with the Board on pertinent issues;
- Ensure that documents circulated by National Office relating to the affairs of Blind Citizens NZ at a national level are reported to the Committee and, where necessary, acted upon within given timeframes;
- Promote social activity and peer support;
- Make all the necessary arrangements for Annual General, General or Special General Meetings of the Branch;
- Encourage and promote Junior Membership of Blind Citizens NZ;

- Create an environment where younger members of the blind community can benefit from their blind adult role models;
- Foster a positive view of blindness to younger members of the blind community and to their parents and guardians;
- Fulfil such other functions as provided for in this Constitution and in other organisational policies.

12.2 Geographic Networks

12.2.1 The Network shall be required to hold one formal face to face meeting each year between the date of circulation of remits for the Annual General Meeting and 31 August. This meeting shall:

- Be attended by a quorum of five Ordinary Members;
- Appoint the Local Coordinator for the next 12 months whose function shall be to maintain communications with Members and liaise with the Chief Executive as required;
- Elect a Network Representative (who shall not be a member of the Board), to attend and vote at the Annual General Meeting on behalf of the Network;
- Consider all remits to be presented at Blind Citizens NZ's Annual General Meeting to determine a Network view;
- Provide National office with minutes or comprehensive notes of the proceedings of the meeting to enable verification of decisions taken.

12.2.2 Subscriptions from Network Members and any verified donations received for local use shall be forwarded directly to National Office as tagged funds for the Network's use and shall form part of any request for funds made by the Network.

12.2.3 The Network shall not operate a bank account.

- 12.2.4** Any additional funds requested by the Network shall be approved only at the discretion of the Board and distributed as required by National Office.
- 12.2.5** Any external funding applications for Network activities shall be submitted through National office.
- 12.2.6** A Network may present remits for consideration at the Annual General Meeting provided that each remit submitted is accompanied by documented evidence of its support from no fewer than five Ordinary Members of the Network.
- 12.2.7** The Local Coordinator may also hold the position of Network Representative provided that the Local Coordinator is not a member of the Board.

12.3 Special Interest Networks

- 12.3.1** Members are not required to hold meetings and may conduct their affairs entirely through electronic means if they wish.
- 12.3.2** Following each Annual General Meeting of Blind Citizens NZ, the Network shall appoint the Coordinator for the next 12 months whose function shall be to maintain communications with Members and liaise with the Chief Executive as required.
- 12.3.3** There shall be no subscriptions for membership of a Special Interest Network.
- 12.3.4** The Network shall not operate a bank account.
- 12.3.5** Any funds requested by the Network shall be approved only at the discretion of the Board and distributed as required by National Office.

- 12.3.6** A Network may present remits for consideration at the Annual General Meeting provided that each remit submitted is accompanied by documented evidence of its support from no fewer than five Ordinary Members of Blind Citizens NZ.
- 12.3.7** At the discretion of the Board, some financial assistance may be provided for the Coordinator to attend the Annual General Meeting and Conference. The Coordinator is not entitled to vote on behalf of the Special Interest Network.

13.0 Organisational Assets and Financial Administration

13.1 The Association of Blind Citizens of New Zealand (Blind Citizens NZ) is a national organisation, registered as an Incorporated Society. All the funds and property of Blind Citizens NZ, including those held by Branches, shall form part of the total assets of the national organisation. In the same way, any liabilities incurred by Branches form part of the total liabilities of Blind Citizens NZ.

13.2 Board Authority

13.2.1 Except where otherwise provided in this Constitution the Board shall exercise control over all funds and property that fall under the administration of the National Office.

13.2.2 The Board shall not enter into any transaction that would dispose of or acquire assets, the value of which would exceed 50% of the total assets of Blind Citizens NZ, without a resolution in support having been passed by a two-thirds majority of Members entitled to vote and voting on the resolution in a ballot of all Ordinary Members.

13.2.3 All expenses incurred in the general management of Blind Citizens NZ through the National Office shall be paid out of the General Fund. Such expenses shall be authorised by any two of the Chief Executive and those Board Members authorised by the Board.

13.2.4 If something happens that is not provided for in this Constitution the Board is authorised to decide how to deal with the situation.

13.3 Branch Authority

- 13.3.1** Assets held by Branches shall be administered by the Branch Committee in accordance with organisational policies.
- 13.3.2** When investing the Branch's funds on behalf of Blind Citizens NZ, the Branch Committee shall not expose Blind Citizens NZ's assets to risk through imprudence or cupidity. The same rules on investments adopted by the Board when approving investments shall also apply to the investment of Branch funds by Branch Committees.
- 13.3.3** Branches shall seek advice from the Board before entering into any contract, legal obligation, written agreement or financial commitment, whether one-off or ongoing, where:
- The total financial outlay represents 50% or more of the branch's total reserves; or
 - A default by either party may have legal or financial repercussions.
- 13.3.4** Each Branch shall retain all monies received by way of Ordinary and Associate Members' annual subscriptions, donations where the donor's intention in favour of the Branch is clear, and the proceeds of local fund-raising efforts by the Branch. Branches may also seek funding from agencies within their area where the application of such funding is strictly local.

13.4 Bequests

- 13.4.1** Upon notification of any bequest in Blind Citizens NZ's name, the bequest must be validated by the National Office, whether specified for Blind Citizens NZ nationally or for a Branch.

- 13.4.2** Following verification that the bequest is intended for Blind Citizens NZ, the Board will be advised of the bequest and, where necessary, will make a decision as to whether the funds are to be disbursed to National Office or a specific Branch.
- 13.4.3** All bequests must be used in accordance with the provisions specified in the bequest.
- 13.4.4** In the event of any dispute that remains unresolved between the Board and a Branch regarding the distribution of a bequest, the issue shall be dealt with in accordance with the process for handling complaints and grievances outlined in rule 14 of this Constitution.

13.5 Fundraising

- 13.5.1** Funding applications by Branches to national funding sources shall be initiated through Blind Citizens NZ's National Office, and shall be submitted to the Chief Executive no later than two weeks prior to the close of applications.
- 13.5.2** Any conflicts between local and national interests shall be resolved by the Board on a case-by-case basis.

13.6 Pecuniary Gain

- 13.6.1** For the purpose of this Rule, a Board, Branch or Staff Member is deemed to have a pecuniary interest in a Blind Citizens NZ transaction if they, or those with whom they are closely associated, will or may directly or indirectly derive a material financial benefit from the transaction.

- 13.6.2** No Board, Branch or staff member, or those with whom they are closely associated, shall participate in, or materially influence, any decision made by Blind Citizens NZ or the Board from which they would derive any income, benefit or advantage.
- 13.6.3** Special remuneration may be paid to any Board or Branch Member undertaking a specific service or project in the interests of Blind Citizens NZ that lies outside the normal expectations of their position provided that any income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 13.6.4** The provisions and effect of such remuneration must be approved in advance and may only be authorised by a majority of the Board or Branch General Meeting and must be reported in the Minutes and in the annual accounts.
- 13.6.5** Once a Board, Branch or Staff Member becomes aware that they, or those with whom they are closely associated, will or may have a direct or indirect pecuniary interest in a Blind Citizens NZ transaction, whether proposed or already executed, they must disclose to the Board or Branch the existence, nature and extent of that interest.
- 13.6.6** The disclosure must be recorded in the Minutes of the Board or Branch General Meeting along with any remedial action agreed upon in light of the disclosure.
- 13.6.7** The provisions and effect of this Rule shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

14.0 Common Seal

- 14.1** The Board shall have control of Blind Citizens NZ's common seal and must provide for its safe custody.
- 14.2** The common seal may be used only with the authority of the Board.
- 14.3** Every document to which the common seal is affixed shall be signed by any two of the Chief Executive and those Board Members authorised by the Board.

15.0 Complaints, Disputes, and Grievance Processes

15.1 Complaints

If Blind Citizens NZ receives, or wishes to initiate a Complaint concerning the conduct of a Member the Board shall deal with the Complaint in a manner consistent with any complaints, disputes and grievance process. In the absence of such process the Board shall decide the process and may do one or more or a variation of the following.

15.2 The Board may decide to:

- Deal with the matter itself, or
- Delegate it to any other person(s) to deal with it.

15.3 The Board or the delegated person(s) may determine that it is a minor matter which can reasonably be dealt with by a less formal process and if so that process shall be undertaken (“the informal process”).

15.4 In all other cases the Board or the delegated person(s) will establish and communicate to all parties involved:

- sufficient information for them to understand the nature of the Complaint,
- the process and timing for the Complaint to be investigated;
- the process and timing for the parties to have the opportunity to make submissions about the Complaint;
- the names of the person(s) who will decide the Complaint;
- if the Board or delegated person(s) decide that there will be a hearing, the information about the hearing including the opportunity for support persons;

- whether there is a right of appeal, and if so the appeal process including the time period by which notice of appeal must be given and the grounds of appeal must be recorded.

15.5 If the Complaint is dealt with under the informal process the Board or delegated person(s) may, whether or not the Complaint is upheld, issue a written or verbal warning to the Member who is the subject of or is implicated in the Complaint, or may take any other action that it decides.

15.6 If the Complaint is not dealt with under the informal process, and the Complaint is upheld either wholly or in part, the Board or delegated person(s) may impose any one or more of:

- Suspension for a period of time or expulsion from Membership;
- Disqualification from holding any positions for a period of time within Blind Citizens NZ;
- A written or verbal warning including potential consequences for future transgressions;
- Any other penalty it decides in the circumstances.

15.7 If the Complaint is not dealt with under the informal process and is not upheld wholly or in part, the Board or delegated person(s) may still issue a written or verbal warning to the Member who is the subject of or is implicated in the complaint, or may take any other action that it decides for the matter.

15.8 If a Complaint is about the Board or a Board Member, the Board must always refer the matter to be dealt with by independent person(s).

15.9 Right of Appeal

There is no right of appeal:

- Of a decision under the informal process; or
- Where delegated person(s) or independent persons(s) decided the Complaint.

If the Complaint was not dealt with under the informal process and the Board decided the Complaint, the person about whom the Complaint was made may appeal the decision to an independent person(s). In giving notice of appeal the grounds of the appeal must be set out.

The independent person(s) to hear the appeal shall be selected by the Board and the person appealing shall be advised as soon as possible of the name(s) of independent person(s). If they have concerns about the independence of the person(s) selected, they may raise the concerns in writing within 7 days of being advised of the name(s).

If the Board agrees that the concerns are reasonable, it shall find replacement independent persons(s) to hear the appeal. If the Board does not agree that the concerns are reasonable, it shall inform the person. If the person still has concerns about the original or any replacement independent person(s), those concerns shall be referred to a Solicitor of the High Court of New Zealand whose decision on the validity of the concerns shall be final and binding.

The appeal shall be by way of a full re-hearing except where:

- The independent person(s) decide that the grounds of appeal set out by the person appealing can be adequately dealt with by a process other than a full re-hearing; and

- The independent person(s) and the person appealing agree that the appeal can be heard by a process other than a full re-hearing, and they agree the replacement process.

15.10 Disputes and Grievances

The Board may adopt policies requiring Members to adhere to processes that it considers will assist with the fair, efficient and timely resolution of, and decisions on, disputes and Grievances arising between Members or about the interests of Members. In forming the policies, the Board will have regard to the interests of natural justice including independence of decision makers, any opportunity for mediation and avoidance of conflicts of interest.

- 15.11** All communications under rule 15 shall be by such method decided by the Board.

16.0 Amending this Constitution

- 16.1** The Board may at any time propose an alteration to this Constitution for approval by Members.
- 16.2** Notwithstanding the provisions of rule 16.1 the Board may alter the Constitution without the approval of a resolution of Members if the alteration is to correct a manifest error or is necessary to align the Constitution with any changes to applicable governing legislation. Such alterations shall be advised to Members by National Office using all media at its disposal (but excluding individual advice), and shall be reported to the next Annual General Meeting of Blind Citizens NZ.
- 16.3** In all other cases, the Board shall send notice of its proposed alteration to the Constitution to all Ordinary Members of Blind Citizens NZ in their preferred format; such notice to be in sufficient detail to allow for Members to have a reasonable appreciation of the nature and effect of, and the reasons for, the proposed alteration.
- 16.4** There shall be an eight-week period for discussion prior to the circulation of any voting material, and a teleconference with representatives from Branches and Networks shall be convened by the Board for the purpose of resolving any outstanding issues should these exist at the end of the discussion period.
- 16.5** Should issues still remain following the discussion period, the voting material shall include a member-initiated counter-proposal to assist Members in exercising their vote.
- 16.6** The voting material and resolution to alter this Constitution shall be circulated as soon as practicable to all Ordinary Members of Blind Citizens NZ and shall:

- Take account of each Member's format preferences for receipt and voting; and
- Advise the date and time for the close of voting.

16.7 Alteration of the Constitution will require a two-thirds majority of votes cast by Ordinary Members.

16.8 The outcome of the ballot shall be notified by National Office using all media at its disposal (but excluding individual advice) as soon as practicable following the counting of votes.

16.9 In no event shall any alteration of this Constitution be made if the alteration would detract from the charitable nature of the objects of Blind Citizens NZ or permit any funds of Blind Citizens NZ to be expended other than in pursuance of those objects.

17.0 Liquidation of Blind Citizens NZ and Disposal of Surplus Assets

- 17.1** A special meeting of Members shall be convened to discuss any decision to wind up the affairs of Blind Citizens NZ.
- 17.2** As part of the winding-up process, the Members shall be required to pass resolutions to determine the transfer and distribution of surplus assets upon liquidation and to appoint a liquidator.
- 17.3** The notice containing the resolutions for adoption shall be circulated to all Ordinary Members of Blind Citizens NZ and shall:
- Take account of each Member's format preferences for receipt and voting: and
 - Advise the date and time for the close of voting.
- 17.4** Each of the resolutions must be passed by a two-thirds majority of the Members entitled to vote and voting on the resolutions.
- 17.5** Upon the liquidation of Blind Citizens NZ, all surplus assets after payment of all costs, debts and liabilities shall be transferred in accordance with the resolution as the Members have determined before the liquidator was appointed, to such charitable organisation in New Zealand having objects similar to those of Blind Citizens NZ and of benefit to the blind community.

18.0 Transition

18.1 Purpose: The following rules apply to assist the transition of Blind Citizens New Zealand from the rules in the previous Constitution to the rules in this Constitution.

18.2 Date of effect of new Constitution: The previous Constitution continues to apply until this new Constitution comes into effect, which shall be when all of the following have occurred:

18.2.1 Adoption of it has been approved in accordance with the previous Constitution;

18.2.2 The 2019 Election process has been completed;

18.2.3 This Constitution has been filed with the registrar of Incorporated Societies.

18.3 Board Transition: Bearing in mind that:

18.3.1 The previous Constitution provided for a Board consisting of a National President, seven Member-at-Large positions and a World Blind Union Representative, each appointed for terms of two years; and

18.3.2 Elections for the National President and 4 Member at Large positions are due in 2019; and

18.3.3 The new Constitution requires a National President for a term of three years; six Member-at-Large positions, two of whom are to be elected each year for three-year terms; and up to two co-opted Members which must include the World Blind Union Representative unless that person has already been elected to the Board;

the following adjustments shall apply:

18.3.4 The National President elected in the 2019 Annual General Meeting shall have a term of three years;

- 18.3.5** Two of the Members-at-Large elected in the 2019 election shall have Board terms of three years;
- 18.3.6** Two of the Members-at-Large elected in the 2019 election shall have Board terms of two years;
- 18.3.7** The three Members-at-Large who under the previous Constitution are not due to retire until the conclusion of the 2020 Annual General Meeting shall continue their terms on the Board and retire at the conclusion of the 2020 Annual General Meeting. This shall include any person who is elected in the 2019 election to fill the vacancy in one of these positions, such vacancy having occurred more than six months prior to the 2019 Annual General Meeting;
- 18.3.8** The World Blind Union Representative shall continue on the Board until the expiry of their term at the conclusion of the 2020 Annual General Meeting;
- 18.3.9** The process to determine the candidates to fill the positions in 18.3.5, 18.3.6 and the vacancy in 18.3.7 shall be that the higher polling candidates shall fill the positions with longer terms (the highest two in the positions in 18.3.5, the next two highest in the positions in 18.3.6 and the fifth highest in the position in 18.3.7).
- 18.4** **Position at 2020 Annual General Meeting:** If all positions are filled the position at the 2020 Annual General Meeting is:
- The National President has two years remaining;
 - Two Members-at-Large have two years remaining;
 - Two Members-at-Large have one year remaining;
 - The 2020 election process requires the election of two Members-at-Large for terms of three years;

- The World Blind Union Representative may have stood in the election process to be elected as one of the above two Member-at-Large positions for terms of three years, but if unsuccessful must be co-opted to the Board in accordance with the requirements of this Constitution.

18.5 During the period from the date of effect of this new Constitution and completion of the full implementation of the new Board structure and other changes, as decided by the Board (“the transition period”) the Board may amend any requirement for, and/or the date for anything to be done. This rule is to enable the Board to have flexibility in the transition process and to make a practical decision on anything that has not been properly provided for in this new Constitution.

