

**CONSTITUTION OF THE AUCKLAND
PARAPLEGIC AND PHYSICALLY DISABLED ASSOCIATION INCORPORATED**

Name

- 1) The name of the Association will be The Auckland Paraplegic & Physically Disabled Association Incorporated. For trading and publicity purposes the Association will be known as Parafed Auckland.

Aims and Objects

- 2) The objects of the Association:
- a) To promote the interests and welfare of people with a physical disability resident throughout New Zealand
 - b) To promote, organize and finance games, sports, recreations and activities of every kind for people with a physical disability generally, which the Association may consider conducive to the welfare and interests of members or of people with a physical disability generally, and to organize and carry out such games, sports, recreations or activities or for the purpose of equipping, transporting and meeting any expenses of a member or members, intended to take part in the same, or for the purpose of financing the objects of the Association or any of them.
 - c) To buy, prepare, make or sell and deal in all kinds of goods made or used by members of the Association.
 - d) To invest or deal with the monies of the Association not immediately required upon such securities, and in such manner as may from time to time be determined by the Board.
 - e) To purchase or take on lease or in exchange or otherwise acquire any land, buildings, easements or property, real or personal which may be requisite for the purpose of or used in connection with any of the objects of the Association and to sell, mortgage, demise, give in exchange or dispose of the same.
 - f) To hire and employ any persons required for the purposes of the Association and pay them in return for services rendered, salaries, wages, gratuities and/or pensions.
 - g) To erect buildings and/or other improvements on land owned, leased or otherwise held by the Association and to enter into contracts for that purpose.
 - h) To enter into contracts with any person or persons, firms, or companies for the supply of any article or requirements of the Association.
 - i) To borrow, or raise and give security for money by the issue of or upon bonds, debentures, bills of exchange, promissory notes, other obligations or securities of the Association or by mortgage or charge upon all or part of the property of the Association subject to the approval of a general meeting of members of the Association
 - j) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

3) Membership Membership is open to anyone.. Intending members shall be accepted at the discretion of the Board or their appointed representative in such form as the Board may prescribe. Such applicants for membership shall become full members of the Association upon receipt of the subscription.

- 3) B) Annual subscriptions will be fixed by a general meeting of the Association. Such fees will be payable by all members of the Association immediately on admission to membership. Annual subscriptions shall be payable on the first day of July in each year and the Treasurer will issue an official receipt.
- 4) C) Failure to remain a financial member shall empower the Board or their appointed representative to refuse continuance of membership to a member.
- 5) D) A member may retire at any time by giving the Secretary notice to that effect in writing provided, however, that a member shall remain liable for all subscriptions and other dues up to the date of his or her resignation. Any person desiring to rejoin the Association after having retired shall be eligible for re-admission if the Board may deem fit.
- 6) E) If at any time the Board shall be of the opinion that the conduct of any member be against the interests of the Association they may invite such member to resign from the Association. In default of his or her resignation, the Board may expel him or her from membership provided that before expelling him the Board shall call upon him or her for an explanation of his or her conduct, and hear what he or she may say, or shall consider any written explanation made by him or her in his or her defense. A member expelled in accordance with this article shall have no claim on the property of the Association and shall not be eligible for re-election as a member.
- 7) F) Honorary membership may be offered to any person who, in the opinion of the Board may be able to assist or give advise regarding the Association's activities. Such honorary member may be elected into office on the proposal of the Board to a general meeting of members who shall decide the matter.

4) Office Bearers

- 8) The office bearers of the Association shall be: Patron, Chairperson, Secretary, Treasurer and five Board members.

5) Management And Elections

Board

- 9) A)The Governance of the Association shall be vested in the elected Board which shall comprise the Chairperson, Secretary, Treasurer and five other members. In addition, the Board may co-opt up to a further two members for a period not exceeding the term remaining for that Board.

- The co-opted members of the Board shall have the same rights to vote and decide on the business of the Board as the other office bearers.
- 10) B) Four members of the Board shall form a quorum, provided however, that the Secretary will call a special meeting of the Board if requested to do so by the written requisition of not less than three members of the Board, and will call a special general meeting if requested to do so by the written requisition of not less than 10 members of the Association.
 - 11) C) Two members of the Board shall be elected at the general (annual) meeting of the Association which shall be held within three months of the end of the financial year and shall hold office (subject to clause 5e below) for two years from the date of their election.
 - 12) D) Officer bearers of the Board (Chairperson, Secretary, Treasurer) shall be elected from the members of the Board by the Board. Appointment of the office bearers shall be appointed by the Board at it's first meeting as a new Board.
 - 13) E) Two members of the Board will retire on a rotational basis at the end of the two-year term (subject to clause 5f below) at each year's annual (general) meeting. The first Board will choose two members to resign at the end of its first year in office. Retiring members shall be eligible for re-election.
 - 14) F) The business of the annual meeting shall be drawn up on an agenda by the Board, and shall include the following:
 - a) The Chairperson's Report;
 - b) The Treasurer's Statement
 - c) Election of new Board members;
 Plus any reports by sub-committees or other relevant matters.
 - 15) G) A member of the Board may be removed from office by any of the following means:
 - a) His or her resignation;
 - b) His or her absence from three consecutive meetings without leave of absence or due and accepted apology;
 - c) By a three-quarter majority vote of the Board should they consider that such member is not carrying out his or her duties in the best interests of the Association.
 - 16) H) Any vacancy on the Board shall be filled at the next Board meeting following that in which the vacancy occurs by a vote of the Board.
 - 17) I) The Chairperson shall take the Chair at such meetings or in his or her absence members present may, from their numbers, elect a Chairperson.
 - 18) J) The Chairperson shall have a deliberative vote and a casting vote in the event of any equality of votes. All financial members present at a general meeting shall have one vote.
 - 19) K) The Board may appoint a sub-Committee consisting of members of the Association for any special purpose. Any such sub-Committee shall not engage in any activities without the approval of the Board.
 - 20) L) The Board shall exercise all such powers and do all such things may be exercised or done by the Association for the purpose of achieving or carrying out the objects of the Association save such as are by these rules required to be exercised or done by the Association in a general meeting,

subject nevertheless to any contrary provisions of these rules or any further amendment or additions thereto as may be provided by the Association's General Meeting; provided that no such amendments or additions shall invalidate any prior act of the Board which would have been valid if such an amendment or addition had not been made.

- 21) M) The Board shall adopt such means as they deem sufficient to bring to the notice of the Association all such by-laws and amendments and repeals thereof and all such by-laws amendments so long as they shall be in force and shall be binding upon all members of the Association.
- 22) N) The Secretary shall:
- a) Ensure a register of all members of the Association is maintained.
 - b) Keep full and proper minutes of all meetings and proceedings of the Association and the Board.
 - c)
 - d) Have charge of all documents of the Association.
 - e) Receive reports from sub-Committees where necessary for submission to the Board.

6. Meetings

- 23) A) Notification of Annual and General Meetings will be forwarded to every member of the Association at least 14 days prior to such meeting. Provided, however, that no proceedings or decisions of any meeting shall be invalidated by reason of failure to give any such notification to any member. Such notification will be made by the secretary or at his or her direction.
- 24) B) Save as otherwise provided, the Board shall regulate its own procedure as to notice, time and place of meeting.
- 25) C) A Board meeting shall be held at least once every three months and a general meeting at least once every year, provided, however, that the Secretary will call a special meeting of the Board if requested to do so by the written requisition of not less than three members of the Board and will call a special general meeting if requested so to do by the written requisition of not less than 10 members of the Association.
- 26) D) Unless the Association in general meeting shall determine otherwise, all questions shall be decided by the vote of the majority of the financial members present at a meeting. Voting will be by a show of hands unless a poll is demanded by not less than three members of the Association.

7. Finance

- 27) A) The finance of the Association will be attended to by the Treasurer who will be responsible to the Board and ensure proper records of all financial matters of the Association are kept.
- 28) B) The Treasurer shall submit to the Board in such form as they lay down a financial report on request and also at each meeting held.
- 29) C) At each Annual Meeting, the Treasurer will submit an Income and Expenditure Statement and Balance Sheet, properly audited, and in addition, full information as to any special reserve fund that may be in existence.

- 30) D) The accounts of the Association shall be audited by an Auditor who shall be a qualified Public Accountant approved by members of the Association in general meeting.
- 31) E) Payments of accounts will be made on approval by the Board and cheques on the Association's bank account shall be signed by any two of the following: Chairperson, Secretary, Treasurer or such other person as may be appointed by the Board for such purpose.
- 32) F) Banking will be carried out by banks as approved by the Board.
- 33) G) The control and investment of the funds of the Association shall be in the hands of the Board.

8. Disputes

- 34) A) Any dispute arising between members of the Association or between members of the Association and the Board shall be decided by the said Board subject in either case to the member's right of appeal in general meeting.
- 35) B) Disputes as to the interpretation of the Constitution and Rules will be decided at the Board, subject to the right of appeal to the members in general meeting.

9. Common Seal

- 36) The Association shall have a Common Seal which shall be in the custody of the Secretary, and shall be affixed to any document only by the authority of a resolution of the Association, or of the Board, in the presence of the secretary and two members of the Board.

10. Alteration to Constitution and Rules

- 37) There shall be no alteration to this Constitution unless consented to by a three quarters majority of financial members present at an Annual Meeting or Special Meeting called for the purpose provided that no such alteration shall be made which would alter the general charitable nature of the Association. Notice of such meeting shall give reasonable notice of the alteration which it is proposed to consider at the meeting.

11. Winding Up

- 38) A General Meeting of financial members called by the Board for the purpose of winding up the Association pursuant to section 24 of the Incorporated Societies Act 1908 shall empower the Board to wind up the affairs of the Association. Upon a winding up of the Association any surplus funds or assets will be paid or transferred to such organisation as shall be decided by a general meeting of the Association being an organisation having objects similar to these of the Association and being an organisation which is charitable for the purposes of the Inland Revenue Acts of New Zealand. No part of the surplus assets or funds of the Association on the winding up shall be paid or transferred to any member of the Association.